

SANTOS MANUEL STUDENT UNION
OF
CALIFORNIA STATE UNIVERSITY, SAN BERNARDINO

BYLAWS

Amended 11-29-18
Amended 2-8-18
Amended 1-18-18
Amended 3-9-17
Amended 2-13-14
Amended 4-12-12
Amended 10-8-09
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Amended 2-8-91 (BOD approval 11-15-90; Articles of
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Amended 5-4-90
Amended 8-1-86

SANTOS MANUEL STUDENT UNION
OF
CALIFORNIA STATE UNIVERSITY, SAN BERNARDINO

BYLAWS

ARTICLE I

NAME AND PRINCIPAL OFFICE

Section 1. **NAME**

The name of this Corporation shall be the Santos Manuel Student Union of California State University, San Bernardino herein referred to as the Corporation.

Section 2. **OFFICES**

The principal office for the transaction of the business of the Corporation is hereby fixed and located at California State University, San Bernardino, in the county of San Bernardino, state of California.

ARTICLE II

PURPOSE

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

The Corporation is authorized pursuant to its purpose and to California Education Code section 89901 to buy, sell and hold title to real property.

ARTICLE III

POWERS

The Corporation shall have such powers as are now or may hereafter be granted by the Nonprofit Corporation Law of the State of California, except as limited by the provisions of its Articles of Incorporation or these Bylaws.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. **QUORUM AND NUMBER**

The corporate powers of this Corporation shall be vested in a Board of Directors of fifteen (15) voting directors with a simple majority of the filled positions of the Board of Directors constituting a quorum for the transaction of business. Members of the Board of Directors may receive an incentive for their services rendered.

Section 2. MEMBERSHIP

The Corporation shall have no members other than the persons constituting its Board of Directors.

The following shall constitute the Board of Directors:

- A. The Associated Students, Inc. President (ex-officio) or designee. Voting member.
- B. The Associated Students, Inc. Executive Vice-President (ex-officio) or designee. Voting member.
- C. Seven (7) student representatives at large, appointed by this Board of Directors for staggered two-year terms. Voting members.
- D. One (1) person who holds membership in the Alumni Association who is non-campus personnel nominated by the Alumni Association Board of Directors and appointed by the Board of Directors for a two-year term. During the term of office, the alumni representative must remain in good standing with the Alumni Association and be available to attend Board of Directors meetings. Voting member.
- E. Two (2) California State University, San Bernardino faculty nominated by the Faculty Senate and appointed by the university President for two-year staggered terms. Voting members.
- F. The University President (ex-officio) or designee. Voting member.
- G. One (1) California State University, San Bernardino administrative representative appointed by the university President. Voting member.
- H. Executive Director of the Corporation, who serves as Controller for the Board. Voting member.

Designees must serve the full term of office and are not subject to removal by the designator. Designees can only be removed by voluntary resignation or if they are no longer eligible to serve.

Section 3. STUDENT MEMBER ELIGIBILITY/SELECTION PROCESS

Student Board of Directors and committee members are required to maintain unit loads and grade point averages as outlined in the Student Union Grade Eligibility Policy and Procedures.

The ASI President and Executive Vice President or their designees hold ex-officio positions on the Board of Directors. Seven (7) student representatives-at-large are appointed by the Board of Directors for staggered two year terms. Alternates are selected as needed; the alternate does not hold a position on the Board of Directors, but is encouraged to participate in Committee meetings. Every spring quarter, and as necessary, the Corporation posts flyers and advertises as appropriate, including the campus newspaper, soliciting applicants for three student representative positions. The position openings are advertised for a minimum of two weeks. Applications submitted by eligible students are forwarded to the Personnel Committee for review and recommendation. The Personnel Committee forwards the names of the most qualified student applicants to the Board of Directors for approval at the Annual Meeting held in June of each year, or as necessary for vacancies occurring outside the annual appointment process.

Section 4. BOARD OF DIRECTORS ELIGIBILITY AND CONCURRENT OFFICES /EMPLOYMENT

1. In order to ensure the widest possible implementation of student involvement and representation, the following criteria for eligibility shall apply to the Board of Directors representative positions:
 - A. Unless otherwise specified in the Board of Directors' Bylaws, holders of major elected or appointed Association Students, Incorporated offices shall not be eligible to concurrently serve on the Board of Directors.
 - B. Major elected or appointed Associated Students, Incorporated offices include:
 - Vice President Finance
 - Vice President University Affairs
 - Internal Affairs Director
 - External Affairs Director
 - ASI Board of Directors Representatives
 - ASI Committee Chairs
 - C. Students employed by the Corporation shall not be eligible to serve on the Board of Directors.
 - D. ASI officers and Corporation student employees are encouraged to serve on Board of Directors' committees.

Section 5. EXECUTIVE COMMITTEE

The Executive Committee shall consist of the chair, vice chair, secretary, controller and Executive Director.

Section 6. TERM OF OFFICE

The term of office for appointed Board of Directors members shall begin after the Annual Meeting in June and end at the conclusion of the Annual Meeting the following June.

Section 7. VOTING

Each voting member of the Board of Directors shall have one (1) vote, said vote may not be cast by proxy.

Section 8. RESPONSIBILITIES AND EXPECTATIONS

Directors are expected to fulfill the responsibilities as outlined in the Board of Directors Responsibilities and Expectations Statement. Directors shall register their addresses, e-mail addresses and telephone numbers with the Administrative Analyst, and notices mailed, e-mailed, or facsimile to them at such addresses shall be valid notices thereof.

Section 9. CONTRACTS

Except as otherwise authorized by action of the Board of Directors, no officer or agent of the Corporation may enter into any contract, or execute or endorse any instrument in the name of, or on behalf of, the Corporation. This restriction shall not be construed to limit the authority of authorized officers or agents of the Corporation to make or enter into contracts, agreements or expenditures for the maintenance and operation of the Corporation when previously authorized by the directors of this Corporation.

ARTICLE V

INDEMNIFICATION OF DIRECTORS, OFFICERS, AND OTHER AGENTS

Section 1. RIGHT OF INDEMNITY

To the fullest extent permitted by law, the Corporation shall indemnify its Directors, 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 any "proceeding" 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. "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 Board of Directors by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the Board of Directors 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 Board of Directors shall offer indemnification.

Section 3. ADVANCEMENT OF EXPENSES

To the fullest extent permitted by law and except as otherwise determined by the Board of Directors 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, Officers, employees and other agents, against any liability asserted against or incurred by any Director, Officer, employee or agent in such capacity or arising out of the Director's, Officer's, employee's, or agent's status as such.

ARTICLE VI

TERMINATION, REMOVAL QUALIFICATIONS

Section 1. TERMINATION

Upon termination of a director's membership on the Board of Directors, as provided in these Bylaws, or by death, all rights of said director and membership in the Corporation, or its property, shall cease.

Section 2. REMOVAL

Directors appointed by the Board of Directors may be removed without cause, if such removal is approved by a two-thirds (2/3) vote of the total Board of Directors.

Section 3. INVOLUNTARY RESIGNATION

Members of the Board of Directors are required to attend all Board of Directors and committee meetings. Board of Directors members appointed by the Board of Directors who fail to attend three (3) regularly scheduled Board of Directors and/or committee meetings per quarter shall be considered to have resigned from office, unless any absence is approved in advance by the Chair of the Board of Directors. The Chair of the Board of Directors shall notify the affected Board of Directors member(s), in writing, of his/her involuntary resignation. Should Board of Directors members who are appointed by other campus entities fail to attend meetings regularly, said entities will be notified in writing and new representatives requested. Involuntary resignations may be appealed to the Board of Directors.

Section 4. QUALIFICATION: EMPLOYEE OF CORPORATION

Any person who is an employee of the Corporation, with the exception of the Executive Director, shall not be qualified to act as a director, and any director who becomes an employee of the Corporation shall thereupon cease to be a director, and the vacancy will be filled as provided for in these Bylaws.

Section 5. QUALIFICATION: BOARD OF DIRECTORS VACANCIES

In the event a director ceases to be a director due to resignation, removal, disqualification, death, leave of absence, or otherwise, it will be the responsibility of the Board of Directors to fill that vacancy as soon as possible in accordance with Article II, Section 2, of these Bylaws. If the vacancy is not filled within a reasonable time, the University President shall appoint a director to fill the unexpired term in accordance with subsection (b) (2) of section 42602 of Title 5, California Administrative Code. Said vacancy will be filled for the unexpired term of the former director.

ARTICLE VII

MEETINGS

Section 1. PLACE OF MEETING

All meetings of the Board of Directors shall be held at the principal office of the Corporation.

Section 2. ANNUAL AND REGULAR MEETINGS

The Annual Meeting of the Board of Directors shall be held in the spring quarter, at which time Board of Directors vacancies for expiring terms shall be filled and election of officers for the following year shall be held. Regular meetings of the Board of Directors shall be held each calendar quarter during the academic year, with a minimum of one meeting per quarter. An annual financial statement and audit report shall be presented in the fall quarter. Board of Directors review and approval of the budget for the

following fiscal year will take place in the spring quarter. Whenever possible, all meetings shall be held during the regular business hours of California State University, San Bernardino.

Section 3. SPECIAL MEETINGS

Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the chair, or if the chair is unable or refuses to act, by any four (4) directors, in accordance with the provisions of the California Education Code Section 89922. Notice must be delivered personally, not by mail, e-mail, facsimile, etc.

Section 4. NOTICE OF MEETINGS

The time and locations of regular meetings shall be established annually. Agendas of regular and Annual Meetings containing the date, time and place of the meeting and all items to be acted upon shall be publicized at least seven (7) days in advance of the meeting. Written notice of every regular meeting shall be given to any individual or medium that has filed a written request for notice at least one week prior to the date set for the meeting. Requests for written notice shall be valid for one year from the filing date, unless written notice for renewal is received.

Section 5. OPEN MEETINGS

All meetings of the Board of Directors shall be open and public, and all persons shall be permitted to attend any meeting of the Board of Directors provided, however, that the Board of Directors may hold closed sessions during any meeting to consider those matters that may lawfully be considered in such sessions under California Education Code Sections 89923 to 89928.

Section 6. MEETINGS OF THE EXECUTIVE COMMITTEE

Meetings of the Executive Committee may be called for any purpose by the Chair or by a majority of the Executive Committee if the Chair is not available or refuses to call a meeting. All meetings of the Executive Committee when acting in the capacity of, or on behalf of, the Board of Directors shall be conducted in accordance with the provisions of California Education Code Sections 89923 to 89928.

Section 7. MEETINGS BY TELEPHONE

Any meeting may be held by conference telephone or similar communications equipment provided that all directors participating in the meeting can hear one another, and any members of the public in attendance can hear all the directors. All such directors shall be deemed to be present in person at such meetings.

Section 8. CLOSED SESSIONS

The Board or its committees may hold closed sessions to request information and reports or to review information presented by the Executive Director regarding litigation or personnel matters. These matters may include personnel appointments, evaluations of employee performance, dismissal of employees, review of information or recommendations regarding charges brought against an employee by another person or employee. For purposes of this section only, "employee" does not include any person elected or appointed to an office. The Board of Directors or its committees may also hold closed sessions to discuss investments where a public discussion could have a negative impact on the Corporation's financial

situation. However, in such case, a final decision shall only be made during public session of the Board of Directors.

Section 9. 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 the 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 10. TRANSACTION OF BUSINESS AFTER LOSS OF QUORUM

The Directors present at a duly called and held meeting at which quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting, or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of the Corporation.

Section 11. MINUTES OF MEETINGS AND CONDUCT

Regular minutes of meetings shall be completed within two weeks of each meeting. The proceedings of the Board of Directors shall be kept in a binder provided for that purpose. Meetings of the Board of Directors shall be presided over by the Chair, or in his/her absence, the Vice Chair, or in the absence of each of these persons by a Chairperson chosen by a majority of the Directors present at the meeting.

ARTICLE VIII

RESPONSIBILITIES OF THE BOARD OF DIRECTORS

Section 1. UNION OPERATION

The Board of Directors is charged with the responsibility for recommending policy for operating the Corporation and developing and adopting the budget for the Corporation. It has the authority to establish such committees as necessary to carry out the assignment.

Section 2. RULES AND POLICIES

The Board of Directors will abide by all the rules and regulations set forth in the Corporation's Articles of Incorporation and related Bylaws, as well as any university, trustee, or Education Code requirements that govern or have an effect on said Corporation.

Section 3. BUDGET

The Board of Directors will adopt a fiscal year budget at its spring quarter meeting, subject to approval by the University President.

ARTICLE IX

STANDING COMMITTEES

Section 1. MEMBERSHIP

Each standing committee shall have a membership of no less than three members. Unless otherwise noted in these bylaws, at least three of the committee members must be appointed from the Board of Directors. Any committees delegated authority to act on behalf of the Board of Directors shall be composed solely of voting Directors. Committees are generally chaired by students, however, if the elected chair is a non-student, a student co-chair will also be elected.

Section 2. APPOINTMENT

Unless otherwise specified in these bylaws, members to standing committees shall be appointed by the chair, subject to confirmation by the Board of Directors at its next meeting. The chair may make interim appointments pending confirmation.

Section 3. DESIGNATED STANDING COMMITTEES

PERSONNEL: In the event of Board vacancies, this committee shall recommend to the Board of Directors those persons whom the committee determines are most qualified to serve in the various positions designated in these Bylaws. The committee also notifies the appropriate constituent group having representation on the Board of Directors, of a Board of Directors vacancy from that group. The committee will also advise and/or recommend policy to the Executive Director and/or the Board of Directors on matters pertaining to personnel. Only voting members of the Board of Directors may serve on the Personnel Committee.

FINANCE AND CONTRACTS: This committee will draft a budget for the following fiscal year and present its proposed budget to the Board of Directors for consideration and approval. This committee will meet annually with the auditors to discuss the annual financial audit as well as consider any other financial matters that may arise and recommend its position on such matters to the Board of Directors.

POLICIES AND PROCEDURES: This committee prepares, reviews, and recommends policies and procedures related to the overall use of the facility, to the Board of Directors of Directors for approval.

COMMERCIAL SERVICES: This committee reviews commercial services operations in the Santos Manuel Student Union, including but not limited to dining and convenience store services, reviewing price increases or decreases, and provides findings to the board of directors. The committee shall meet with the Dining Services General Manager and the Foundation General Manager quarterly.

STRATEGIC PLANNING: This committee will review annually and provide recommendations to the Board of Directors to update the Strategic Plan, as appropriate.

RECREATION & WELLNESS: This committee shall act as a sub-committee of the SMSU Board of Directors and shall advise on policy, budgets and operation of the recreational activities and programs of the Student Recreation & Wellness Center. The committee shall submit documents necessary for approval of the policies of the Student Recreation & Wellness Center and the annual budget of Student Union funds used for the Recreation and Wellness Department.

The committee shall consist of the following voting members:
Student Representative - Chair of the Committee

SMSU Board of Directors Student Representative
Student Representative
Student Representative
Student Representative
Student Representative
Faculty Representative
Staff Representative
Recreation & Wellness Director (Ex Officio member)

The Chair of the Board of Directors, with appropriate consultation, will select all representatives nominated by the Director of the Recreation and Wellness Department. The Board of Directors shall approve or accept all appointments to the committee. All appointments will be either a 1- or 2-year term, as selected by the applicant and at the discretion of the Chair of the Board of Directors.

AUDIT: The committee will make recommendations to the Board of Directors on the hiring and firing of independent certified public accountants (CPAs). The audit committee can negotiate the independent CPAs compensation on behalf of the Board of Directors. This committee will confer with the auditor to satisfy committee members that the financial affairs of the Santos Manuel Student Union are in order. The committee will review the audit and make recommendations to the board of directors to accept the audit and will approve non-audit services by the independent CPAs accounting firm, and ensure such services conform to standards in the Yellow Book issued by the U.S. Comptroller General

Membership: The audit committee cannot include staff members, the chair of the board of directors, or the Controller. Members of the Finance & Contracts Committee may sit on the audit committee but cannot comprise 50% or more of the committee. The chairperson of the audit committee may not be a member of the Finance & Contracts Committee.

FACILITIES: This committee will discuss long-range planning, construction, expansions, renovations, and space usage for the SMSU.

SUSTAINABILITY: This is a temporary committee that will research CSU's and other schools' efforts regarding encouraging sustainability, new environmental strategies, and energy-savings initiatives to make recommendations that improve the SMSU's sustainable practices.

ARTICLE X

CORPORATE OFFICERS

Section 1. CORPORATE OFFICERS

Corporate officers shall consist of a chair, vice chair, secretary and controller and should be students whenever possible. If a corporate officer is a non-student, a student co-chair will be appointed by the Board of Directors.

- A. **CHAIR:** The chair of this Corporation shall be elected by and from the Board of Directors. The chair will be responsible for calling meetings, establishing an agenda, presiding over meetings and making appointments to Board of Directors committees. The chair of the Board of Directors shall be the official spokes-person for the Board of

Directors. The Chair may sign contracts, subleases, or other instruments which have been authorized to be executed on behalf of the Corporation, except in cases where the signing thereof shall be expressly delegated by the Board of Directors, or by these Bylaws, or by statute to some other officer or agent of the Corporation and, in general, he/she shall perform all duties incident to the functions of the Chair of a Corporation and such other duties as may be prescribed by the Board of Directors from time to time.

- B. VICE CHAIR: The vice chair of this Corporation shall be elected by and from the Board of Directors. The vice chair shall act as chair in absence of the chair, and will also handle other duties as may be assigned by the chair.
- C. SECRETARY: The secretary of this Corporation shall be elected by and from the Board of Directors. The secretary will be responsible for reviewing and authenticating Board of Directors minutes prior to distribution and other duties as may be assigned by the chair.
- D. CONTROLLER: The controller of this Corporation shall be elected by and from the Board of Directors. The controller will be the chair of the Finance & Contracts committee and be responsible for presenting fiscal recommendations, as adopted by the committee, to the Board of Directors for approval. The controller will also be responsible for other duties as may be assigned by the chair.

Section 2. ELECTIONS

Corporate officers will be elected for a one-year term at the Annual Meeting of the Board of Directors.

Section 3. RESPONSIBILITIES OF CORPORATE OFFICERS

The corporate officers shall be responsible for their assigned duties and any other duties that the Board of Directors may assign them to maintain an orderly process of conducting the day-to-day business of the Corporation.

ARTICLE XI

DELEGATION OF AUTHORITY

There shall be an Executive Director of the Corporation who shall be appointed by the President of the University upon the recommendation of the Vice President for Student Affairs. The search for the Executive Director will be conducted consistent with University procedures.

The Executive Director in this position is administratively responsible to the Vice President for Student Affairs or designee for all services, programs, and fiscal matters pertaining to the Corporation. The Executive Director is responsible for development and operation of the Corporation. Specifically, he/she has responsibility for educational and social programs, commercial activities, building maintenance, scheduling and reservations, office operations, accounting and financing, personnel, security, publicity and public relations and all other matters related to the Corporation operations.

The Executive Director has full responsibility for the financial operations of and for maintaining the financial procedures of the Corporation in accordance with University and Chancellor's Office procedures. The Executive Director has the responsibility to implement those policies and procedures established by the Board of Directors.

ARTICLE XII

PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No director, officer, employee or other person shall have, own, or enjoy property rights or interest in or to any of the real or personal property of this Corporation. No director, officer, employee, or other person connected with this Corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation; provided however, that this provision shall not prevent payment to any such person as reasonable compensation for services performed for the Corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Corporation.

ARTICLE XIII

CORPORATE RECORDS AND REPORTS

Section 1. MAINTENANCE OF CORPORATE RECORDS.

The Corporation shall keep at its principal office in the State of California:

Agendas and Minutes of all meetings of the Board of Directors and committees of the Board of Directors, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given and the names of those present and the proceedings thereof; and

Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Section 2. ANNUAL REPORT.

The Board of Directors shall cause an annual report to be furnished no later than one hundred and eighty (180) days after the close of the Corporation's fiscal year to all Directors of the Corporation, which report shall contain the following information in appropriate detail:

The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;

The principal changes in assets and liabilities, including trust funds, during the fiscal year;

The revenue or receipts of the Corporation, both unrestricted and restricted to the particular purposes, for the fiscal year;

The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.

ARTICLE XIV

ACCOUNTING

Section 1. FISCAL OFFICER

The Chief Financial Officer of the University shall be the custodian of the Corporation's monetary accounts. The Corporation shall reimburse the state of California for all accounting and other related business management expenses incurred by the state of California for the Corporation. An estimate of these expenses shall be obtained from the chief fiscal officer of the University for inclusion in the Corporation's annual budget when that budget is prepared.

Section 2. ANNUAL AUDIT

The Corporation shall be subject to an annual audit by a firm of certified public accountants as provided in California Education Code Section 89900.

ARTICLE XV

CONFLICT OF INTEREST

A Director shall not engage in any activity during his or her membership on the Corporation Board of Directors that might impair performance as a member of the Board of Directors or in the existence of a conflict of interest.

Directors, individually or in association with another entity, shall have no financial interest in or contract with the Corporation.

A Director shall not utilize any information, not a matter of public record, which is received by reason of Board membership, for personal pecuniary gain, regardless of whether the gain is realized during the Director's term or thereafter.

Each Director and committee member shall comply with the Conflict of Interest Policy adopted by the Corporation, including any amendments, and shall execute a written certification of compliance upon taking office and for each year of his or her term(s) thereafter.

No Director shall be financially interested in any contract or other transaction entered into by the Corporation in violation of the California Education Code.

ARTICLE XVI

FISCAL YEAR

Section 1. FISCAL YEAR

The fiscal year of the Corporation shall be from July 1 through June 30.

ARTICLE XVII

RULES OF PROCEDURE

Section 1. ROBERT'S RULES

All rules of procedure not governed by the Bylaws shall be governed by Robert's Rules of Order, latest revised edition.

ARTICLE XVIII

AMENDMENTS

Section 1. VOTE REQUIRED

These Bylaws may be amended at any regular meeting of the Board of Directors by a two-thirds (2/3) vote of the total membership of the Board of Directors, providing that the amendment has been submitted in writing at the previous regular meeting, or submitted in writing to the directors at least thirty (30) days prior to the next regular meeting of the Board of Directors.