

ASSOCIATED STUDENTS, INC.
California State University, San Bernardino
5500 University Parkway
San Bernardino, CA 92407

**BOARD OF DIRECTORS
AGENDA**

February 23, 2024
12:00 p.m.

Santos Manuel Student Union North
Student Chambers – 3305

Zoom Option: <https://csusb.zoom.us/j/88634712385>

Call to Order

Roll Call

Approval of Minutes

Reports: Executive Officers, BOD Reps., ASI Committees and Campus-wide Committees,

Adoption of Agenda

Open Forum (5 minutes/speaker)

Guest Speaker: Claudia Ochoa, Survivor Advocacy Services

OLD BUSINESS:

BD 15-24 Revision of the ASI Bylaws. (Action) (Policy Committee) (Second Reading)

ANNOUNCEMENTS

ADJOURNMENT

**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, Updated, and Adopted by the ASI Board of Directors:
BD 102-23 | January 12, 2024

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 semester 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 in any ASI election, 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 semester basis, with membership commencing on the first day of the semester for which membership fees were paid and terminating immediately prior to the first day of the subsequent semester. If a member is terminated from enrollment either voluntarily or by the University, their 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 semester, the membership fee is non-refundable, pursuant to university policy.

Section 6. Special Advisors.

- A. Special Advisor as designated by the ASI BoD: A Special Advisor shall function under the following criteria. Special Advisors:
 - 1. Are not voting members of the BoD.
 - 2. May not be counted for quorum.
 - 3. Cannot motion or second.
 - 4. Cannot vote.
 - 5. May participate in BoD discussions.
 - 6. May participate as members on committees.
 - 7. Are exempt from BoD meeting attendance requirements.
- B. Term: The term for Special Advisors will be one fiscal year or the balance of the fiscal year in which they are appointed if the appointment was made after July 1st.

Section 7. Administrative Appointees.

- A. Administrative Appointees are regular full-time employees of California State University, San Bernardino, California (CSUSB) or Associated Students, Incorporated (ASI), and are voting members of the BoD by virtue of their employment position or appointment by the President of CSUSB. The following positions are named as Administrative Appointees:
 - 1. ASI Executive Director
 - 2. ASI Advisor (Dean of Students)
- B. Term: The positions designated above shall have an indefinite appointment to the BoD unless amended by law.

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 is prohibited.

Section 4. Action By Written/Electronic Ballot Without a Meeting.

- A. 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 ballot without the necessity of calling a meeting of the Members, so long as the requirements for action by 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 ballot as set forth in this Section 4.
- B. Content of Ballots. Any 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 the current ASI Elections policy.
- B. Elections may only be conducted during the fall and spring semesters excluding the fall, spring, and summer breaks. No elections, or election activities, will be conducted during final exam week.
- C. The grade point average (GPA) to run for any major student government office will be defined in the ASI GPA Policy in accordance with the CSU Chancellor's Office Policy for Minimum Academic Qualifications. The rules governing the specifics of the minimum to maintain office will be specified in the ASI GPA Policy.
- D. Students may not hold an individual executive office as defined in Article IV 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 Policy 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 interpret student issues and perspectives 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/wages 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

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

A. Voting student directors of the ASI BoD shall consist of:

- ~~1.~~ 1. President (Chair).
- ~~2.~~ 2. Executive Vice President
- ~~3.~~ 3. Vice President of Finance

- ~~2.~~ 4. One (1) Director from the College of Education (or Liberal Studies).
- ~~3.~~ 5. One (1) Director from the College of Arts and Letters.
- ~~4.~~ 6. One (1) Director from the College of Natural Sciences.
- ~~5.~~ 7. One (1) Director from the College of Social and Behavioral Sciences.
- ~~6.~~ 8. One (1) Director from the Graduate Studies program.
- ~~7.~~ 9. One (1) Director from the College of Business and Public Administration.
- ~~8.~~ 10. _____ Two (2) Directors At Large.
- ~~9.~~ 11. _____ One (1) Director representing Athletics (current or former CSUSB student athlete).
- ~~10.~~ 12. _____ One (1) Director from the student resident housing complex.

13. One (1) Director representing international students.
14. One (1) Director representing students with disabilities.
- ~~11.~~ 15. _____ One (1) Director representing clubs and organizations on campus

- ~~12.~~ 16. _____ Vice President of Palm Desert Campus.

Non-Student Voting Members

1. One (1) Director (administration member) appointed by the University President.
2. The ASI Executive Director in their capacity as the Chief Financial Officer (CFO).
3. The ASI Advisor appointed by the University Vice President of Student Affairs.
4. One (1) Director (faculty member) appointed by the Faculty Senate.
5. One (1) Director (staff member) appointed by Staff Council.

B. Special Advisors to the ASI BoD

1. The following positions are designated as Special Advisors to the ASI Board of Directors:
 - ~~a.~~ ASI Executive Vice President (Chair Pro Tem — Article IV, Section 3)

~~b.~~—~~ASI Vice President of Finance~~

~~e.a.~~ ASI Director of External Affairs

~~d.b.~~ ASI Director of Internal Affairs

~~e.c.~~ Special Representatives as appointed by the BoD

2. A non-student Special Representative's appointment is for one year, or until June 30th of the academic year of the appointment.

- 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 & Eligibility. 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.
- C. Individuals that were previously elected or appointed to office and were unable to fulfill their duties as stated in these Bylaws, are ineligible to assume office.

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

Section 5. Vacancies. Student vacancies on the ASI BoD shall be filled by recommendation of majority vote of the ASI Vacancy Committee in accordance with Article VI Section 2.

- A. If at the beginning of an academic semester there are insufficient students to compose a majority of the membership of the Board of Directors, the ASI President will nominate students to be appointed to the Board of Directors and the Administrative Appointees as designated in Article I, section 7 will vote to confirm those appointees until the BoD is composed of a majority of students and the vacant positions are filled.

Section. 6 Resignation. In the event a Board Member should resign, a written notice of their 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. 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).
- C. Approve new Bylaws or change existing Bylaws in accordance with Article XI, Section 3 of these Bylaws.
- D. 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.
- E. 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.
- F. 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) campus wide committees. Committee responsibility includes attendance at each meeting, active participation, and reporting back to the BoD after each meeting. Board Members who fail to meet their committee requirements throughout the academic year may be removed from office.
- B. Office Hours. All ASI student BoD members shall establish and maintain a series of office hours to be no less than three (3) hours per week during the fall and spring semesters. Office hours are to be interpreted as time spent, or attending meetings with deans/university officials, volunteering at ASI events, serving on campus-wide committees, working on reports, and developing engagement opportunities. The date and time of these office hours shall be displayed in a public location. Board

members who fail to establish and attend office hours during the academic year may be removed from office.

- C. Meeting Attendance. All student representatives to the ASI BoD are required to attend all ASI BoD meetings and not miss more than 4 meetings in an academic year. Board members who fail to attend four (4) regularly scheduled meetings in an academic year will be removed from office. An attendance report shall be kept by the Executive Vice President.
- D. Reports. Board Members are required to submit written reports on behalf of their constituency on the last Wednesday of every month to the ASI BoD Chair (not including summer), these reports must be placed on the ASI website.
- E. Training and Orientations. Board Members will be found in breach of their responsibilities if they fail to attend trainings or orientations. Excusal from these responsibilities will require written communication submitted to the ASI President ahead of time. A training or orientation may only be considered mandatory after a majority of the BoD has voted in favor of having one at a regularly scheduled meeting. Board members may only be excused for valid medical emergencies or illnesses.

Section 9. Removal of Board Members.

Board Members of the Corporation are subject from removal for breach of duties and responsibilities provided for in these Bylaws under Article III, section 8, the breach of any fiduciary duty, eligibility requirement or failure to comply with ASI Policy and Procedures. Any Board member who fails or ceases to meet any requirements as set forth in these bylaws will be removed from office, but may have an opportunity to appeal for reinstatement.

A. Appeal Process

1. Officers or Board Members that have been deemed of breach their responsibilities under Article II, section 8 will have an opportunity to appeal to the BoD to remain in office.
2. The ASI BoD can reinstate a board member by a 2/3 vote of the voting filled ASI BoD during a regularly scheduled meeting.
3. No appeals can be made for attendance or conduct removals. Academic appeals are covered in the ASI GPA policy.

ARTICLE IV

Executive Officers

Section 1. Officers. The Executive Officers of the Corporation shall be the President; the Executive Vice President (Corporate Secretary); the Vice President of Finance; the Vice President of Palm Desert Campus; the Executive Director; and the Associate Director.

- A. The terms of the Executive Officer positions shall coincide with the fiscal year. Each Officer shall hold office for a term of one fiscal (1) year and until their resignation, removal, or other disqualification from service. (Nonprofit Corporation Law, paragraph 5213c).
- B. All student 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 student Executive Officer's resignation from office.
 1. All Executive Officers are required to attend all ASI BoD meetings, and are subject to the provisions of Article IX, Section 11 of these bylaws regarding involuntary resignation.
 2. The ASI Executive Director and the ASI Associate Director shall be designated executives of the Corporation and will comply with their position descriptions, the ASI Personnel Policy, the ASI Bylaws, and ASI Policy and Procedures as applicable in executing the duties of their positions.
 3. The ASI Executive Director is designated as the Chief Financial Officer of the Corporation and will execute the duties of that position as enumerated in their position description, the ASI Bylaws, and ASI Policies and Procedures as applicable.
- C. Individuals that were previously elected or appointed to office and were unable to fulfill their duties as stated in these Bylaws, are ineligible to assume office.
- D. Wages & Benefits:
 1. The student Executive Officers (President; Executive Vice President; Vice President of Finance; and Vice President of Palm Desert Campus) shall:
 - a. Be paid an hourly rate to be determined by the ASI BoD.
 - b. Incoming Executive Officers have the option of summer, on-campus housing, contingent on the following guidelines:
 - i. the current address of residency of the student Executive Officer is located 10 miles or more from the San Bernardino campus, or, the student Executive Officer lacks operable means of transportation to commute to the San Bernardino campus (if they reside less than 10 miles from campus).

- ii. Student Executive Officer participates in the onboarding, training sessions and retreat(s) that occur during the summer.
 - iii. The duration of on-campus summer housing may begin at the start of the student's term in office (July 1st) and will end on the date that the Department of Housing & Residential Education considers the last or "check out" date for summer housing that year. ASI will not fund extensions past that date.
 2. Should a vacancy occur in any of the student executive positions prior to the expiration of their terms, then the individual who succeeds the incumbent will be awarded the basic wage and the supplemental scholarship coinciding with their term of office. Neither the basic wage nor the supplemental scholarship will be awarded retroactively.
- E. Vacancy & Succession: The following will serve as the succession plan for the corporation should a vacancy occur in any of the student Executive Officer positions prior the expiration of their terms:
1. If there is a vacancy for President, the Executive Vice President shall assume office.
 2. If there is a vacancy for Executive Vice President, the Executive Vice President Pro Tem shall assume office (Article IV, Section 6). If no Executive Vice President Pro Tem has been elected, then the Vice President of Finance shall assume the duties of office until an Executive Vice President is appointed by the Board of Directors.
 3. If there is a vacancy for Vice President of Finance, the Vice President of Finance Pro Tem shall assume office (Article IV, Section 7). If no Vice President of Finance Pro Tem has been elected, then the President shall appoint a Vice President of Finance from the BoD and be confirmed by a 2/3 majority of the voting BoD membership.

Section 2. President.

A. Responsibilities and Duties. 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 semester (except summer), the ASI President shall inform the ASI general membership of the activities undertaken on behalf of ASI.
5. Serve as the voting representative to the California State Student Association (CSSA) or designate in writing a designee.

6. Attend campus-wide boards and committees that are assigned specifically for the ASI President and report back to the Board of Directors on the matters discussed. The ASI President may choose to delegate these commitments to a designee so long as this change is reported to the Board of Directors in advance.
7. Submit and present written reports to the ASI BoD at each regularly scheduled meeting outlining corporate work.

B. Subject to the following stipulations regarding student appointments, the ASI President shall:

1. 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.
2. Appoint and oversee all student representatives to the Faculty Senate committees.
3. Appoint Corporate Liaisons as they deem necessary.
4. Serve on or designate a representative to the Santos Manuel Student Union Board of Directors.

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, the President 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 such time that 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. No Executive Order shall be issued to circumvent any Bylaw or Policy.

Section 3. Executive Vice President.

A. Responsibilities and Duties. The ASI Executive Vice President shall:

1. Serve as a 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:
 - a. ensuring Board of Directors' minutes are accurate and sign the completed minutes.
 - b. recording vacancies, absences, committee assignments, and changes in elected or appointed positions. This responsibility shall be completed in a report to the ASI BoD on a monthly basis.

3. Serve as a voting member and secretary of the ASI Finance Committee.
4. Serve as a voting member ~~Special Advisor~~ to the ASI BoD.
5. Work with the Director of Internal Affairs to appoint all student representatives to university campus wide committees.
6. Appoint the three (3) ASI BoD voting student representatives to the ASI Executive Committee, as needed (Article VI Section 3).
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. Submit and present written reports to the ASI BoD on the activities of campus-wide, and other university committees to the ASI BoD, as well as notify the ASI BoD in the event of any vacancies as they occur at each regularly scheduled meeting.
10. Serve as a delegate on behalf of the ASI President on campus-wide boards or committees when needed.

Section 4. Vice President of Finance.

A. Responsibilities and Duties. The ASI Vice President of Finance shall:

1. 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 upon majority approval of the ASI BoD. The ASI Finance Committee Chair shall have the authority to remove any student, in consultation with the Executive Director or the Associate Director, who is not, or cannot, perform their duties as a member of the ASI Finance Committee.
2. Serve as a ~~Special Advisor~~ voting member on ~~to~~ the ASI BoD.
3. Conduct Club Allocation Budget (CAB) workshops. Oversee and maintain records of CAB awards, expenditures, and reimbursements for clubs.
4. The VP of Finance, in collaboration with the campus controller or their designee, will provide monthly reports to the BoD regarding Finance Committee budget expenditures.
5. Serve as delegate and assume responsibility on behalf of the ASI President on campus-wide boards or committees as needed.
6. Submit and present written reports to the ASI BoD at each regularly scheduled meeting outlining Corporate financial matters.

- B. The ASI Vice President of Finance may increase line-item amounts within the function of an operating expense by transfer from another line item in the same function. The aggregate increase for the fiscal period shall be determined by majority approval of the ASI BoD, but shall not be more than five hundred dollars (\$500.00).

Section 5. Vice President of Palm Desert Campus.

- A. Eligibility: The office of ASI Vice President of Palm Desert Campus may only be held by a student who is enrolled at all times at the Palm Desert Campus and in accordance with the academic policies of the Corporation.
- B. Responsibilities and Duties: The ASI Vice President of Palm Desert Campus shall:
 - 1. Serve as the student representative on behalf of the Palm Desert Campus to the ASI BoD.
 - 2. Chair the Palm Desert Campus Advisory Committee (PDCAC).
 - 3. Have the authority to remove members from the PDCAC subject to majority vote of the filled voting positions present at the BoD meeting.
 - 4. Ensure that the PDCAC will establish a meeting schedule at the beginning of each semester.
 - 5. Present a report of the actions and activities undertaken by the PDCAC to the ASI BoD.
 - 6. Serve as the main designee for all shared governance appointments at the Palm Desert Campus as a representative for PDC affairs.

Section 6. Executive Vice President Pro Tem.

- A. An Executive Vice President Pro Tem shall be elected by the ASI BoD within the first three (3) 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, they 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 7. Vice President of Finance Pro Tem.

- A. A Vice President of 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. If none of the three (3) BoD representatives wish to take office, then another qualified member of the Finance Committee may be elected.

- B. The Vice President of Finance Pro Tem shall be a voting student member on the Finance Committee. Should the student voting member resign from the Finance Committee, then another shall be elected as stated in Section 7, Subsection A.
- C. In the event of a vacancy of the Vice President of Finance, they shall assume the Vice President of 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 8. Vice President, Palm Desert Campus Pro Tem.

- A. Within the first three (3) weeks of the academic year, one student will be elected from the PDCAC membership to be the Vice President of PDC pro tem.
- B. In the event of a vacancy of the Vice President of Palm Desert Campus, the Vice President of Palm Desert Campus Pro Tem shall assume the Vice President's powers and responsibilities within the PDCAC and shall retain all voting privileges of the PDCAC member until a replacement candidate for their PDCAC position can be appointed by the ASI President and confirmed by the BoD.

Section 9. Removal of Executive Officers.

Executive Officers of the Corporation are subject from removal for breach of duties and responsibilities provided for in these Bylaws, the breach of any fiduciary duty, eligibility requirement, or failure to comply with ASI Policy and Procedures. Any Executive Officer who fails or ceases to meet any required qualification that were in effect at the beginning of the Officers current term of office may be placed on the BoD agenda for removal. Removal of an ASI Executive Officer will require a majority vote by the ASI Board of Directors.

- A. Breach of Duties and Responsibilities (Executive Officers)
 - 1. Reports. Executive Officers are required to submit reports on behalf of their constituency to the ASI Corporate Office 72 hours in advance of each regularly scheduled meeting. Officers will have breached this responsibility after failing to submit a report 2 times in an academic semester (not including summer).
 - 2. Meeting Attendance. Executive Officers of the ASI BoD who fail to attend (4) regularly scheduled meetings in an academic year may be removed from office.
 - 3. Committee Assignments. Officers who fail to meet their board or committee requirements as specified in Article IV throughout the academic year may be removed from office. Officers will be found in breach if they fail to meet this requirement 5 times.
 - 4. Training & Orientations. Officers may have been found in breach of their responsibilities if they fail to attend mandatory trainings or orientations. A training or orientation may only be considered mandatory after a majority of the BoD has voted in favor of having one at a regularly scheduled meeting. Board members may only be excused for valid medical emergencies or illnesses.

5. Eligibility. Officers who fail to maintain any academic requirements as stated in the ASI GPA Policy will be removed from office.

B. Appeal Process

1. Officers that have been deemed in breach as stated in this section will have an opportunity to appeal to the BoD to remain in office should they be up for removal.
2. The ASI BoD can only remove an officer in response to the breach in their responsibilities by a 2/3 vote of the voting filled ASI BoD during a regularly scheduled meeting.
3. No appeals can be made for academic or conduct removals.

C. Removal Without Cause

1. Shall apply when the Officer:
 - i. Has been declared of unsound mind by a final order of court,
 - ii. Has been convicted of a felony,
 - iii. If the Officer misses a specified number of meetings or fails to attend the specified number of meetings, as described in Article IV or as prescribed by the California Corporations Code.

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 a 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. Any incident in which indemnification may be required will be reported immediately to ASI’s insurance company and Executive Director. Indemnification decisions will be made based on the recommendations from ASI’s insurance company and Executive Director.

Section 3. 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 Officers, employees, 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. The membership of all ASI committees, working groups or task forces may not have more than two members of the same chartered or recognized student organization, club, etc. appointed to that committee. The purpose of this restriction is to prevent conflict of interest issues and ensure the smooth operation of the committee.
- G. In the event that a member should resign, a written notice of their resignation shall be submitted to the Chair. In the event of an involuntary resignation (as defined in Article IX, Section 11 of these Bylaws), no such written notice is required.
- H. 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 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. The term of appointment for all standing committees will be for one fiscal year.
- B. Standing Committees will be responsible for developing agenda materials that are posted 72 hours in advance of a scheduled meeting.
- C. Quorum shall be present at a meeting of one half (1/2) of the voting membership of the committee.
- D. If not already designated below, Standing Committees will delegate the responsibility of collecting minutes for each scheduled meeting to a voting member.
- E. Chairs of each Standing Committee will be responsible for reporting back to the ASI BoD following their scheduled meeting.
- F. The Standing Committees of the ASI BoD are as follows:

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. Ensuring that only current ASI members vote.
- 3. Resolving disputes and charges of Election Policy violations.
 - a) In accordance with the ASI Elections Policy and Procedures the Elections Committee will be responsible for announcing their decision on all violations in a timely manner to all parties involved. A reason for their decision must also be provided.
 - b) 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, their right to a BoD review. The decision of the Board of Directors is final.
 - c) Before the BoD can rule on 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 in the following manner:

- i. The hearing must be placed as an item on the BoD agenda for consideration.
- ii. The Elections Committee, as well as the party to the invalidation of the election or the disqualification of a candidate will state their side of the issue before the BoD.
- iii. The BoD will hear and carefully consider the facts surrounding the issues.
- iv. The BoD will render a decision and close the item of business.
- v. 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 Chair appointed by the ASI President (voting only to break a tie).
2. Three (3) members of the ASI BoD who are not running in the election (including re-election) confirmed by a majority vote of the filled voting positions present at the BoD meeting. (Voting)
3. A minimum of three (3) students at large who are not employed or currently holding a position in ASI in any capacity 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. (Voting)
4. Director of the Office of Student Leadership and Engagement or their designee. (Non-Voting)
5. Associate Dean of Students and Director of Student Conduct and Ethical Development or their designee. (non-voting)
6. Responsibilities, terms of office, committee quorum, and removal of Elections Committee members shall be in accordance with the ASI Elections Policy and Procedures.

2. Vacancy Committee

a. Purpose

1. Student vacancies on the ASI BoD shall be filled by the recommendation of majority vote of this committee and appointed by the ASI BoD. This committee will also be responsible for the onboarding and mentorship of newly appointed BoD positions.
 - a) Directors appointed to fill a vacancy shall serve the remainder of the term.

b. Membership

1. Voting members of the ASI Vacancy Committee shall consist of:
 - a) One (1) student voting member of the BoD subject by a majority confirmation vote of the ASI BoD within the first three regular meetings. (Chair) (Voting)
 - b) Four (4) student voting members of the BoD subject by a majority confirmation vote of the ASI BoD within the first three regular meetings. (Voting)
 - c) Executive Director or designee as a special advisor. (Non-Voting)

c. Responsibilities

1. Recruit, interview and recommend candidates to the ASI BoD for appointment.
2. Ensure newly appointed members to the ASI BoD participate in a successful onboarding process that includes mentorship from the Vacancy Committee.
3. 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.

3. 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) (Voting)
 - b) Three (3) student voting members of the BoD elected by the ASI BoD within the first three regular meetings of the ASI BoD. (Voting)
 - c) ASI Executive Director (or their designee).
 - d) The ASI Advisor (or their designee).

- c. Terms. Executive Committee terms are for one year, or until June 30th of the academic year of the appointment.

d. Convening the Executive Committee

The ASI BoD shall delegate to the Executive Committee the authority to act on behalf of the ASI BoD, when a quorum of the BoD cannot be met 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, and subject to the restrictions of Article III, Section 1D, subparagraph 2.
3. All actions of the Executive Committee shall be reported to the ASI BoD at the next scheduled meeting.
4. The Executive Committee shall have a majority of student voting members in order to conduct business.

4. 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. Review the preparation of the annual budget as presented by the Chief Financial Officer (CFO) or their designee 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.
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 and the CFO in planning and executing fiscal 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)
2. ASI Executive Vice President (Chair Pro Tem) (Voting)

3. Three (3) members of the ASI BoD, not including special advisors (Voting)
 - a) 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 (a minimum of one student who is taking a majority of their courses at the Palm Desert Campus), appointed by the ASI Vice President, Finance and confirmed by a majority vote of the filled voting positions present at the BoD meeting. (Voting)
5. ASI Executive Director/Chief Financial Officer or designee (Voting)
6. Director, Office of Student Leadership and Engagement or their designated representative (Non-Voting)

5. Personnel & Development Committee

a. Purpose. This committee shall:

1. Review and make recommendations to the ASI BoD on all matters related to elected positions of the Corporation.
 - a) In order to protect the privacy of all parties involved, the Executive Director and SMSU Human Resources Manager shall have full authority to address any and all personnel issues relating to, and including, all full-time or part-time non-student employees or student assistants. Any personnel issues involving the ED will be referred to the VP of Student Affairs or their designee.
2. Create and organize development opportunities for student leaders of the Corporation.
3. Develop and recommend to the ASI BoD initiatives to promote diversity, equity, and inclusion within the Corporation.
4. Work on strategies to ensure the long-term sustainability of the corporation and succession planning.
5. Operate within the guidelines of the California Government Educational Code concerning personnel and the ASI BoD approved Personnel Policies and Management Plan.

b. Membership

1. ASI Executive Vice President (Chair) (Voting)
 2. Two (2) voting members from the ASI BoD, not including special advisors, appointed by the ASI Executive Vice President, subject to a majority approval of the filled voting positions of the ASI BoD. (Voting)
 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. (Voting)
 4. SMSU Human Resources Representative (serving as special advisor to the committee).
 5. ASI Advisor (Voting)
 6. ASI Executive Director (Voting)
- c. Terms. Student voting members are for one fiscal year, or until June 30th of the academic year of the appointment.

6. Activities Committee

a. Purpose. The Activities Committee shall:

1. 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. operate within the policies of the Board of Trustees, the Chancellor's Office as well as ASI and California State University, San Bernardino policies.
3. will convene for any programming requests over \$6,000 that will utilize the Activities Committee Special Events account.

b. Membership

1. Programming Student Manager (Chair) (Voting)
2. Three (3) students-at-large not serving on the ASI BoD, or any other subcommittee, appointed by the Programming Student Manager and confirmed by a majority vote of the filled BoD voting positions present at the BoD meeting. (Voting)
3. One (1) Programming Specialists as appointed by the Programming Manager and confirmed by a majority vote of the filled BoD voting positions present at the BoD meeting. (Non-Voting)

4. Two (2) Board Members confirmed by a majority vote of the filled BoD voting positions present at the BoD meeting. (Voting)
5. ASI Executive Director or designee (Voting)
6. Student member appointments are for one fiscal year, or until June 30th of the academic year of the appointment.

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 individual events over \$6,000 but adhere to threshold limits of ASI Bidding Policies.

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/Chief Financial Officer 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 PDCAC 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 semester. The PDCAC 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 of 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. One (1) Board Member from the Palm Desert Campus (Chair) (Voting)
2. Vice President of Finance (Voting)
3. PDC Programs Manager (Voting)
4. The Dean, PDC or their designee (Voting)
5. ASI President or Designee (Voting)
6. Three (3) Students at large from PDC appointed by the ASI President and confirmed by a majority vote of the filled BoD voting positions present at the BoD meeting. (Voting)

c. Terms. Student member appointments are for one fiscal year, or until June 30th of the academic year of the appointment.

8. Policy Committee

a. Purpose. The Policy Committee will be charged with:

1. Developing, amending, and analyzing corporate policies and procedures governing the Corporation in accordance with Article VI.

b. Membership

1. One (1) Board Member who shall serve as chair to the committee and be confirmed by a majority vote of the filled BoD voting positions present at the BoD meeting. (Chair) (Voting)
2. Two (2) board member (Voting)
3. Two (2) ASI student corporate staff members appointed by the ASI President subject to approval by a majority vote of the filled voting positions of the ASI BoD. (Voting)
4. ASI Director of Internal Affairs. (Voting)
5. ASI Director of External Affairs. (Voting)
6. ASI Executive Assistant. (Voting)

7. ASI Executive Director or designee. (Voting)
8. ASI Associate Director. (Voting)
9. Student member appointments are for one fiscal year, or until June 30th of the academic year of the appointment.

c. Powers

1. The Policy Committee will have the authority to review and amend corporate policies, procedures, and bylaws. Although the committee may amend corporate documents as deemed necessary, amendments must be brought before the BoD for final approval.
2. Policy Committee will have the authority to create and recommend new policies to the BoD.

9. Sustainability Committee

a. Purpose: This committee shall:

1. Receive, review, and prepare recommendations to the ASI BoD on all sustainability measures.
2. Enhance the sustainability literacy of students, faculty, and staff through the implementation of programs.
3. Partner and collaborate with campus entities and The Office of Sustainability.
4. Assist in engaging the campus in on-going dialogue about sustainability and instilling a culture of sustainable long-range planning and forward-thinking design through their respective constituencies.
5. Disseminate information about campus sustainability efforts throughout the university and local community.
6. Coordinate and develop policies and procedures to make ASI operations more sustainable.
7. Recommend new or enhanced sustainability strategies to campus divisions for consideration or as deemed appropriate.

b. Membership

1. Sustainability Coordinator (Chair) (Voting)

2. ASI Executive Vice President (Pro-Tem) (Voting)
3. One (1) member of the ASI BoD (Voting)
4. Four (4) students at large, not serving on the ASI BoD, appointed by Sustainability Coordinator and confirmed by majority vote of the filled voting positions present at the BoD meeting (Voting)
5. One (1) representative from the ASI student corporate staff appointed by the Sustainability Coordinator subject to approval by majority vote of the filled voting positions present at the BoD meeting (Voting)
6. Representative from the Office of Sustainability (Non-voting)

10. Lobby Corps.

- a. Purpose. The mission of the ASI Lobby Corps is to provide the means necessary to affect public policy on matters impacting higher education by lobbying to appropriate local and state officials.
- b. Membership
 1. Director of External Affairs (Chair) (Voting)
 2. ASI President or designee (ex-officio) (Non-Voting)
 3. Two (2) Board Members confirmed by a majority vote of the filled BoD voting positions present at the BoD meeting (Voting)
 4. Six (6) students at large not employed or already serving in a leadership role within ASI nominated by the Director of External Affairs and confirmed by a majority vote of the filled BoD voting positions present at the BoD meeting. (Voting)
 5. Student member appointments are for one fiscal year.
- c. Powers
 1. Communicate with local government officials and advocate on behalf of the interests of Cal State San Bernardino and the California State University System.
 2. Organize lobbying trips to the State Capitol as part of the California Higher Education Student Summit.
 3. Provide written legislative reports to the ASI BoD of Directors on legislation affecting higher education.

4. Make recommendations to the ASI BoD on legislative issues they should take a position on.
5. Appoint a Vice Chair among the membership listed in Section B.

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. The ASI BoD shall have the authority to establish such Ad Hoc Committees as may be necessary.

A. Purpose. Ad Hoc committees are formed to assist the BoD and to support BoD requests for services as necessary. Ad Hoc committees disband once the objective for which they were formed has been achieved or the BoD disbands them whichever occurs first.

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 their 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 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/Chief Financial Officer 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 their designee has the authority to delay, suspend, or terminate any venture which, in the opinion of the ASI President or their 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 their 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 ten percent (10%) 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/Termination. 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. In the event that the student executive or student director enters the criminal justice system for a felony charge or a misdemeanor charge egregious in nature, or is charged by the CSU and or CSUSB conduct process, Article IX, Section 12 of these bylaws will apply.

- A. The Office of Student Leadership and Engagement 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 Coordinator 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. 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 24 hours prior to the emergency meeting.

Section 6. Quorum.

- A. Quorum for all meetings shall be a majority of its filled voting positions. Any Special Advisor members shall not be counted as part of the quorum.

- 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, which require requires 24 hours' notice in advance.
- 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 bylaws or policies.

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 four (4) scheduled meetings in an academic year shall be considered to have resigned, unless ASI BoD finds that extenuating circumstances justified the absences under the appeal process.

Section 12. Involuntary Resignation Resulting from Criminal or Student Conduct Activity. The following rules shall apply to all student executive members, student members of the ASI BoD, and any committees described in these bylaws or otherwise affiliated with ASI, and student assistants employed by ASI who are charged by the criminal justice system with a felony as described in the California Penal Codes or a misdemeanor egregious in nature, or is charged by the CSU and or CSUSB conduct process while in office or employed:

- A. The student being charged shall immediately be placed on suspension without pay pending the final adjudication of the charge. The student will not be permitted to perform any of the duties of their position until the charge(s) has been resolved. Should the charge(s) be reduced to a misdemeanor(s) and the student be convicted of a misdemeanor, the student will be reinstated to their prior position unless the misdemeanor is egregious in nature. No back pay will be authorized while the student was on suspension pending the resolution of their case.
- B. If a student is convicted of a felony, that student's status of being on suspension will be changed to being terminated. If the student is an elected officer of ASI, their position will be vacated immediately and filled by the pro-tem for that position. If a pro-tem has not been selected, the executive position will

be filled by a student member of the Board of Directors in good standing. The ASI Executive Director or, in their absence, the Assistant Director will inform the appropriate University officials of any change in status affecting the student and/or ASI. This provision of the bylaws is pursuant to the California Code of Regulations, Title 5 – Education; Chapter 1; Subchapter 4; Article 2; paragraph 41301 “Standards for Student Conduct”; sub-paragraph 18.

- C. A student who has a prior conviction of a felony and is on probation for the conviction may not be employed by ASI or be a member of the ASI BoD and will be terminated. Replacement of a student who is an elected officer of ASI will be conducted pursuant to Paragraph B above.
- D. In the event that the University wishes to take action against the student for violations of California State University or California State University, San Bernardino policies, then the student will be placed on suspension without pay pending the final decision and disposition of the university.

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 semester 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 are 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. 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.

ARTICLE XII

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 with consultation from the ASI President. The search for the Executive Director will be conducted in a manner consistent with University procedures.

The Executive Director is administratively responsible to the Vice President for Student Affairs or designee for all services, programs and fiscal matters pertaining to the Corporation. This is to ensure the Corporation is in compliance with; applicable laws, CSU system policies, as well as University policies. The Executive Director is responsible for the development of the student leaders of ASI, and operations of the Corporation. Specifically, they have responsibility for; training of student leaders, student assistants and volunteers, co-curricular programming, assessment, accounting and fiscal procedures, personnel, marketing and all other matters related to achieving the mission of the ASI. They shall initiate programs or procedures, under authority of the Board of Directors, to support the mission of ASI.

The Executive Director will serve as the Chief Financial Officer of the Corporation. As such, he/she 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, as well as all applicable laws. They have the responsibility to implement those policies and procedures established by the Board of Directors. The Executive Director will be responsible for the performance evaluations of all employees including student assistants, with exception of the Elected Officers, whom will be evaluated by the Board of Directors.