Santos Manuel Student Union
CAL STATE SAN BERNARDINO

Policies and Procedures Committee
November 10, 2026 | 12:00pm
Student Chambers (SUN-3305)
https://csusb.zoom.us/j/82643030258

AGENDA

1. Call to Order
2. Roll Call
3. Approval of Minutes
    a. October 13, 2026
4. Open Forum
5. Adoption of Agenda

New Business

PC 04/27 Review and Approve Restated Operating Policy Manual (2nd Review) (Action, Kinnally)

PC 05/27 Review and Discussion of Current Bylaws (Discussion, Del Rossi)

Announcements

Adjournment

Policies and Procedures Committee
October 13, 2026 | 12:00pm
Student Chambers (SUN-3305)
Zoom: https://csusb.zoom.us/j/82643030258

MINUTES

Members Present:	Yazhini Elanchezhian, Maria Millan, Christina Monson, Jalonis Taylor, Katie Wallen *Doctora Lorena Marquez arrived at 12:13pm.* *Jasmine Curtis arrived at 12:20pm.*
Members Absent:	Isabella Salazar
Staff Present:	Vilayat Del Rossi, Elizabeth Junker
Call to Order:	The meeting was called to order at 12:08pm
Roll Call:	A verbal roll call was conducted. Quorum was met.
Approval of Minutes:	M/S Elanchezhian / Taylor; motion to open approval of minutes from September 8, 2026. *Motion passed.*
Open Forum:	No guests present for open forum.
Adoption of Agenda:	M/S Elanchezhian / Taylor; motion to open adoption of agenda for October 13, 2026. *Motion passed.*

OLD BUSINESS:

PC 01/27 **Elections of Policies and Procedures Committee Chair (Action, Del Rossi)**

Executive Director Del Rossi reviewed the responsibilities of the Policies and Procedures Committee Chair, including coordinating committee business with staff, facilitating meetings, and presenting committee recommendations and actions to the Board of Directors. He also provided an overview of the Committee's anticipated work for the year, including review and modernization of the organization's operating policies, financial policies, and bylaws. Mr. Del

Rossi noted the importance of these governing documents in establishing organizational practices and providing direction for SMSU operations. Following the nomination and election process, Yazhini Elanchezhian was elected Chair of the Policies and Procedures Committee.

ROLL CALL VOTE: 4 In-Favor 0 Opposed 1 Abstentions
Motion passed.

NEW BUSINESS

PC 03/27 Review and Approve 1st Round of Restated Operations Policy Manual (Action, Kinnally)

Executive Director Del Rossi presented the first review of the proposed consolidated Operations Policy Manual, which combines the existing SMSU and Recreation & Wellness facility manuals into one standardized document containing 19 policies. The proposed manual addresses areas including facility administration, authorized users, priority of use, membership privileges, and facility access and is intended to improve consistency, organization, and ongoing policy review across SMSU facilities. Committee members were asked to review the proposed policies and provide feedback for consideration at the next meeting, with additional revisions and review to occur as needed. The anticipated goal is for the consolidated policies to take effect January 1, 2027, if feasible. Upon final approval, the consolidated manual will replace the existing SMSU and Recreation & Wellness facility manuals, and the policies will be published online in an accessible format. Following discussion, the Committee approved the first-round draft for continued review and revision.

M/S Taylor/Wallen; motion to approve PC 03/27 Review and Approve 1st Round of Restated Operations Policy Manual.

The motion passed by voice vote with no opposition or abstentions.

Announcements

- Board and committee materials will be organized and distributed through the OnBoard platform to streamline access to meeting documents and agenda materials. Materials will continue to be publicly posted on the SMSU website for the general public.

Adjournment

M/S Taylor/Wallen; motion to adjourn meeting at 12:43 p.m.

Reviewed and respectfully submitted by:

_____ _____
Yazhini Elanchezhian, Committee Chair Date

Restated Operations Policy Manual
Date: 10.5.26
Body: Santos Manuel Student Union Board of Directors / Policies
Proposed By: *Sean Kinnally, Interim Director of Recreation and Wellness*

Background: SMSU and Recreation and Wellness operations are supported by policies, procedures, and administrative practices developed over time across changing organizational, campus, and regulatory environments. A restated manual is needed to consolidate current operating expectations, clarify accountability, strengthen consistency, and provide a practical reference for staff, student employees, committees, and Board oversight. The item is coming forward now to establish one current framework for implementation and ongoing review.

Proposal: Approve the SMSU/RecWell Restated Operations Policy Manual as the department's consolidated operational framework. The manual will define the purpose, scope, roles, decision authority, standards, documentation expectations, compliance requirements, and review process for SMSU and Recreation and Wellness operations.

Recommendation:
Recommendation Source: [X] Staff/Management

Rationale:

- Improves clarity, consistency, and accountability for staff and student employees.
- Supports student success, service quality, risk management, and effective Board oversight.
- Aligns operations with SMSU/CSU requirements and provides a sustainable process for future review.

Budget Impact: No fiscal impact

Timeline: Policy once passed

Chartfield / Funding Source: NA

Recommended Committee / Board Action: Approve the proposed SMSU/RecWell Restated Operations Policy Manual effective upon Board approval and authorize staff to implement it and make non-substantive administrative edits as needed.

Attachments: [List supporting materials such as quotes, analyses, draft policies, diagrams, or other documents. Include only what is needed to support the decision.]

- Attachment A: Policy attached
- Attachment B:

SANTOS MANUEL STUDENT
UNION OF
CALIFORNIA STATE UNIVERSITY, SAN BERNARDINO

RESTATED OPERATIONS POLICY MANUAL
Effective:

DRAFT

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DRAFT

CALIFORNIA STATE UNIVERSITY, SAN BERNARDINO
SANTOS MANUEL STUDENT UNION
OPERATIONS POLICY

SUBJECT: Operations Policy 101; Manual Administration and Facility Coverage
REFERENCE: Santos Manuel Student Union, Facilities Use Manual, SMSUBOD 8.18.21.; CSUSB Recreation & Wellness, Student Recreation & Wellness Center Policies, approved 5.1.2024.

Purpose:

To establish a single Operations manual for Santos Manuel Student Union (SMSU) reservable spaces and Recreation & Wellness managed facilities.

Scope:

Applies to the SMSU buildings, Student Recreation & Wellness Center (SRWC), Aquatic Center, Leadership Challenge Center, the Retreat, and related reservable areas managed under SMSU or Recreation & Wellness.

Policy Statement:

Facility operations shall be administered through one consolidated Operations manual. Facility-specific rules remain applicable within the spaces they govern, and posted operating hours or operational notices control day-to-day access.

Procedures:

- SMSU facilities operate under the policy direction of the SMSU Board of Directors and support the educational and co-curricular mission of CSUSB.
- Recreation & Wellness manages the SRWC and related program spaces under the direction of the Recreation & Wellness Director, with policy direction from the SMSU Board of Directors and advice from the Recreation & Wellness Committee.
- Building hours, service levels, and operational notices may be adjusted and shall be posted or otherwise communicated by the responsible office.
- Where a rule applies only to one facility or program area, that limitation shall be stated in the procedure or area-use policy.

CALIFORNIA STATE UNIVERSITY, SAN BERNARDINO
SANTOS MANUEL STUDENT UNION
OPERATIONS POLICY

SUBJECT: Operations Policy 102; Authorized SMSU Users and Eligibility for Use
REFERENCE: Santos Manuel Student Union, Facilities Use Manual, SMSUBOD 8.18.21.

Purpose:
To define who may reserve and use SMSU facilities.

Scope:
Applies to all SMSU reservable spaces, public areas, and SMSU-managed event support services.

Policy Statement:
SMSU facilities may be reserved only by eligible user groups. Access and pricing are based on the user classification assigned to the reserving party.

Procedures:
1. Group I users include: (a) the SMSU Board of Directors and regularly funded SMSU programs and services; (b) Associated Students, Inc., the Office of Student Leadership and Engagement, New Student Orientation and Family Programs, and the Vice President's Office in the Division of Student Affairs; (c) chartered student clubs and organizations officially recognized by the University; and (d) officially recognized faculty and staff groups, departments, schools, and administrative units conducting University business.
2. Group II users include: (a) students, faculty, staff, and alumni reserving space for private use; and (b) off-campus organizations and individuals.
3. No organization may reserve space on behalf of another organization, sell a reservation, sublease reserved space, or transfer a reservation without authorization.
4. The reserving organization must remain the primary sponsor of the event and may be asked to provide documentation that the event is being legitimately planned and implemented by the requesting entity.

CALIFORNIA STATE UNIVERSITY, SAN BERNARDINO
SANTOS MANUEL STUDENT UNION
OPERATIONS POLICY

SUBJECT: Operations Policy 103; Priority of Use and Scheduling Hierarchy
REFERENCE: Santos Manuel Student Union, Facilities Use Manual, SMSUBOD 8.18.21.; CSUSB Recreation & Wellness, Student Recreation & Wellness Center Policies, approved 5.1.2024.

Purpose:
To establish advance reservation windows and the order of priority for competing requests.

Scope:
Applies to scheduling decisions for SMSU andRecreation and Wellness reservable spaces.

Policy Statement:
Facilities shall be scheduled to maximize service to students and the University. When conflicts occur, the documented priority order and reservation windows control.

Procedures:
1. For SMSU scheduling, requests are accepted on a first-come, first-served basis within the applicable priority group.
2. SMSU advance windows are: Group I users up to one year in advance; recognized student groups may request recurring meetings up to six months before the beginning of the semester requested; Group II users up to six months in advance.
3. If a scheduling conflict occurs in SMSU space, priority is: Group I-A, Group I-B, Group I-C, Group I-D, Group II-A, then Group II-B.
4. During academic periods, Recreation and Wellness use priorities are: (1) activities approved by the University President; (2) unscheduled informal member use, with CSUSB student members receiving preferential ranking; (3) organized Recreation & Wellness programs; (4) SMSU programs; (5) on-campus clubs and organizations; (6) academically related departments; (7) auxiliary organizations; and (8) off-campus organizations.
5. Short-term events that benefit and interest a large number of students may bump previously scheduled activities when approved through the applicable Recreation and Wellness reservation process.

CALIFORNIA STATE UNIVERSITY, SAN BERNARDINO
SANTOS MANUEL STUDENT UNION
OPERATIONS POLICY

SUBJECT: Operations Policy 104; SMSU Reservation Requests, Changes, Cancellations, and Reassignment
REFERENCE: Santos Manuel Student Union, Facilities Use Manual, SMSUBOD 8.18.21.

Purpose:
To govern how SMSU reservations are requested, confirmed, changed, canceled, and reassigned.

Scope:
Applies to all reservations for SMSU rooms, public areas, and event-related services.

Policy Statement:
A request becomes a reservation only after written confirmation is issued. SMSU may reassign, cancel, or modify reservations as needed to protect facility operations, safety, and the broader University interest.

Procedures:
1. On-campus and off-campus entities may search for availability and request space through the EMS WebApp or other approved scheduling method.
2. To qualify as a student organization sponsored event, more than 50 percent of intended attendees must be CSUSB students, student organization officers must be the primary contacts and organizers, and the student organization must be solely responsible for all event charges.
3. Ordinary confirmation timelines are: meetings at least five days in advance, minor events at least two weeks in advance, and major events such as dances, banquets, and concerts at least four weeks in advance.
4. Requested changes must normally be submitted at least five working days before the event.
5. Recurring chartered student organization meetings may not exceed three hours per meeting. Regular weekly meetings may be scheduled up to six months before the semester requested.
6. Cancellation deadlines are five business days before a meeting or minor event and ten business days before a major event. Labor charges may still be assessed when physical setup costs have already been incurred.
7. Failure to relinquish unused space twice in one semester results in loss of scheduling privileges for the following ten academic weeks.
8. Multiple tentative dates for the same event may be held for up to four weeks. If no confirmed date is provided by that time, SMSU may cancel the held dates.
9. SMSU may cancel an event or modify services because of utility interruptions, campus emergencies, imminent danger, acts of God, or other operational necessity.

10. The Executive Director or designee may reassign space in order to serve the greatest number of students and the University.

CALIFORNIA STATE UNIVERSITY, SAN BERNARDINO
SANTOS MANUEL STUDENT UNION
OPERATIONS POLICY

SUBJECT: Operations Policy 105; Fees, Deposits, Billing, and Co-Sponsorships
REFERENCE: Santos Manuel Student Union, Facilities Use Manual, SMSUBOD 8.18.21.; CSUSB Recreation & Wellness, Student Recreation & Wellness Center Policies, approved 5.1.2024.

Purpose:
To establish how facility charges, deposits, waivers, and co-sponsorship support levels are administered.

Scope:
Applies to chargeable use of SMSU facilities and to SRWC rentals or group bookings.

Policy Statement:
Facility use fees, staffing charges, equipment charges, and deposits shall be assessed according to the approved rate structure and the user's support level or sponsorship category.

Procedures:
1. For SMSU Group II users, deposits equal to estimated room rental charges are due within ten business days after reservation. If the event is less than ten business days away, payment in full is due immediately. Payment in full is otherwise due ten business days before the event.
2. SMSU Group I users are billed after the event or reservation activity and payment is due within 30 days of the invoice date.
3. Damage deposits may be required when there is a reasonable judgment that damage to, misuse of, or theft of SMSU property may occur.
4. Room rental fees may be waived by the Executive Director or designee for events of general interest to students when no admission is charged and campus-wide publicity is provided. Denials may be appealed to the Executive Committee of the SMSU Board of Directors.
5. SMSU co-sponsorship support levels distinguish between hard costs and soft costs. SMSU self-produced programs are generally not charged; SMSU co-sponsored programs may receive soft-cost waivers; student organization, campus department, and off-campus programs are charged according to the approved support level and rate sheet.
6. SMSU facility and equipment charges shall be reviewed and approved by the SMSU Board of Directors annually or whenever the Executive Director submits revisions.
7. For Recreation and Wellness rentals, a cleaning and maintenance deposit equal to 50 percent of the rental is required at the time of request, unless otherwise authorized.
8. Recreation and Wellnessrental rates are reviewed annually by the Recreation Committee and any rate changes must be approved by the SMSU Board of Directors.

9. Student organizations may reserve Recreation and Wellness spaces during non-prime time without room rental charges if the organization does not charge fees to participants and no additional staffing is required. Setup, staffing, and cleaning charges may still apply in special circumstances.

CALIFORNIA STATE UNIVERSITY, SAN BERNARDINO
SANTOS MANUEL STUDENT UNION
OPERATIONS POLICY

SUBJECT: Operations Policy 106; User Responsibilities, Damages, Indemnification, and Insurance
REFERENCE: Santos Manuel Student Union, Facilities Use Manual, SMSUBOD 8.18.21.; CSUSB Recreation & Wellness, Student Recreation & Wellness Center Policies, approved 5.1.2024.

Purpose:

To allocate responsibility for conduct, damages, and risk transfer associated with facility use.

Scope:

Applies to all groups and individuals using SMSU facilities or participating in Recreation & Wellness programs.

Policy Statement:

Users are responsible for their conduct, compliance with applicable rules, and payment for damage or loss. When required, users must provide indemnification and evidence of insurance before use is allowed.

Procedures:

1. Groups reserving SMSU facilities are responsible for the conduct of members and guests and must follow campus policies, SMSU procedures, and all conditions of approval.
2. Groups and individuals are liable for damages or theft caused by their members, guests, or participants.
3. SMSU users agree to indemnify, defend, and hold harmless SMSU, CSUSB, the Trustees of the California State University, the State of California, and their officers, employees, and agents for claims arising from use of the facilities, subject to the terms required by SMSU.
4. Organizations and individuals in Group II must generally provide a certificate of insurance naming SMSU, CSUSB, the Trustees, and the State of California as additional insureds, with general liability coverage of at least $2,000,000 per occurrence and $4,000,000 aggregate.
5. Insurance is also required when an off-campus entity co-sponsors an event or when any outside entity assists with event setup or production, unless expressly waived.
6. Evidence of required insurance must be provided at least one week before the event. Insurance may be purchased through SMSU for a fee when available.
7. Individuals participating in Recreation & Wellness programs do so at their own risk, and Recreation & Wellness does not provide participant insurance. Participants are encouraged to secure adequate health and accident coverage.
8. Failure to comply with responsibility, insurance, or indemnification requirements may result in loss of scheduling or participation privileges.

CALIFORNIA STATE UNIVERSITY, SAN BERNARDINO
SANTOS MANUEL STUDENT UNION
OPERATIONS POLICY

SUBJECT: Operations Policy 107; Event Support Services, Staffing, Security, Parking, and Outside-Hours Use
REFERENCE: Santos Manuel Student Union, Facilities Use Manual, SMSUBOD 8.18.21.; Applicable CSUSB policies referenced in the source manual, including policies addressing alcohol and other drugs, tobacco, parking, and animals on campus.

Purpose:
To define required operational support, staffing, security review, and parking coordination for SMSU events.

Scope:
Applies to SMSU events, meetings, programs, and any use outside normal operating hours.

Policy Statement:
Facility setup, staffing, security, parking coordination, and after-hours access shall be controlled by SMSU and campus safety officials to protect users and maintain service standards.

Procedures:
1. Event support services include table and chair setup, stage setup, dance floor setup, audiovisual setup and operation, special lighting, and custodial services. These services should ordinarily be arranged at least one month before the event.
2. Only authorized SMSU personnel may perform facility setup, teardown, repairs, and maintenance work. User groups may not provide their own setup or cleanup in order to reduce charges unless specifically authorized.
3. Use of SMSU audiovisual equipment requires an SMSU audiovisual technician when specified by the facility. Custom room setups may result in additional charges.
4. Holiday staffing is billed at one and one-half times the normal rate with a four-hour minimum.
5. The Event Service Manageror designee determines the level of staff and equipment required to maintain the service level and image of the facility.
6. The University Police Department shall be advised of all events expecting more than 150 guests and of all events where alcohol will be served. Police or security staffing will be determined by the Associate Vice President/Dean of Students, University Police, and other designated officials.
7. Police or security services must be provided through University Police unless the Chief authorizes off-campus security. Security assignments are billed to the sponsoring organization, generally with a four-hour minimum per assigned officer or community service officer.
8. Student events promoted off campus require advance approval through the Office of Student Leadership and Engagement and University Police, including any required security plan.

9. Parking Services must be consulted at least 14 days before SMSU events. Event parking shall follow the University Parking Policy and any directions issued by Parking Services.
10. Use of SMSU spaces outside normal operating hours requires the staffing determined by SMSU, including Student Building Managers and custodial coverage, and all related charges will be billed to the client.

CALIFORNIA STATE UNIVERSITY, SAN BERNARDINO
SANTOS MANUEL STUDENT UNION
OPERATIONS POLICY

SUBJECT: Operations Policy 108; Equipment, Specialized Spaces, and Use of SMSU Assets
REFERENCE: Santos Manuel Student Union, Facilities Use Manual, SMSUBOD 8.18.21.

Purpose:
To govern use of specialized equipment, shared public spaces, and SMSU-owned assets.

Scope:
Applies to dance floors, stages, audiovisual equipment, public areas, food hall spaces, and off-premises use of SMSU equipment.

Policy Statement:
Specialized equipment and high-demand common spaces shall be used only for approved purposes, within the limits established by SMSU Operations.

Procedures:
1. The SMSU-owned dance floor may be used only within SMSU facilities and is available to student organizations, University departments, faculty, staff, and off-campus groups subject to the approved charge schedule.
2. Generally, only SMSU-owned portable stages may be used in the facility. SMSU stages may not be used outside the SMSU. Student organizations do not pay a stage rental fee inside the SMSU but may be charged for setup and teardown.
3. SMSU audiovisual equipment is intended primarily for events scheduled in SMSU facilities and may be operated only by SMSU audiovisual technicians when required.
4. The Pub Garden and SMSU food eateries are intended for public use and as permanent SMSU spaces. Other on-campus groups may schedule these areas in consultation with Campus Dining Services.
5. The Main Lobbies may be scheduled only when the Events Center and Conference Center is not in use, unless used together with the Events Center or Conference Center or approved by the Associate Director of Operations. The Fourplex Patio may be scheduled only when the Fourplex is not in use, unless similarly approved.
6. From Monday through Friday, the main lobbies, Fourplex patio, social stairs, outdoor areas, and atrium may generally be scheduled only after 6:00 p.m., with setup beginning no earlier than 4:00 p.m. Weekend, term break, and summer scheduling may be less restricted.
7. If amplified sound is approved in a public area, SMSU staff may monitor and adjust sound levels. Main Lobby use is ordinarily limited to one event per organization per semester.
8. SMSU equipment such as tables, chairs, stages, and dance floors is generally not available for use away from SMSU premises, except for approved SMSU-sponsored activities, special events

consistent with the SMSU mission, or limited tabling exceptions administered by Operations staff.

CALIFORNIA STATE UNIVERSITY, SAN BERNARDINO
SANTOS MANUEL STUDENT UNION
OPERATIONS POLICY

SUBJECT: Operations Policy 109; Food Service and Alcohol Service
REFERENCE: Santos Manuel Student Union, Facilities Use Manual, SMSUBOD 8.18.21.; CSUSB Recreation & Wellness, Student Recreation & Wellness Center Policies, approved 5.1.2024.; California Education Code sections 89031 and 89035, as cited in the source manual for alcohol service.; California Business and Professions Code / Alcoholic Beverage Control Act, as cited in the source manual for alcohol service.; Applicable CSUSB policies referenced in the source manual, including policies addressing alcohol and other drugs, tobacco, parking, and animals on campus.

Purpose:
To govern cateringa nd alcohol servicewithin SMSU-managed facilities.

Scope:
Applies primarily to SMSU spaces andRecreation and Wellness facilities.

Policy Statement:
Food service andalcohol service must be managed in a way that protects safety and the campus environment.

Procedures:
1. All food and beverages served in the SMSU and SRWC must be provided through Campus Dining Services unless a waiver has been granted.
2. Alcohol service in SMSU and SRWC is limited to beer and wine and may be allowed only for eligible non-student group events under approved permit conditions. Alcohol may not be sold, served, or consumed at events sponsored by student organizations.
3. An Alcohol Use Permit must be obtained through the campus special events process and approved by the appropriate University authority. If an on-campus group sponsors the event, a full-time CSUSB management employee, administrator, designee, or faculty member must apply, assume responsibility, and remain present during alcohol service.
4. Notice of intent to serve alcohol must be submitted at least one month before the event. Alcohol may only be served by Campus Dining Services and must remain within a designated area. Additional insurance and University Police staffing may be required.

CALIFORNIA STATE UNIVERSITY, SAN BERNARDINO
SANTOS MANUEL STUDENT UNION
OPERATIONS POLICY

SUBJECT: Operations Policy 109B; Decorations, Posting, and Advertising
REFERENCE: Santos Manuel Student Union, Facilities Use Manual, SMSUBOD 8.18.21.; CSUSB Recreation & Wellness, Student Recreation & Wellness Center Policies, approved 5.1.2024.; California Education Code sections 89031 and 89035, as cited in the source manual for alcohol service.; California Business and Professions Code / Alcoholic Beverage Control Act, as cited in the source manual for alcohol service.; Applicable CSUSB policies referenced in the source manual, including policies addressing alcohol and other drugs, tobacco, parking, and animals on campus.

Purpose:
To govern decorations, posting, displays, banners, and advertising within SMSU-managed facilities.

Scope:
Applies primarily to SMSU spaces and Recreation and Wellness facilities.

Policy Statement:
Décor, and public communications materials must be managed in a way that protects safety, property, and the campus environment.

Procedures:
1. Only SMSU personnel may affix materials to walls, floors, or leased space using nails, screws, glue, paint, or similar means. Taping and decorations require advance approval. Confetti, glitter, rice, oil lamps, and open flames are prohibited.
2. Decorations may not block exits, entrances, fire equipment, or other safety devices. If ladders or lifts are required, SMSU staff assistance is required and labor costs may be charged.
3. Banner placement on interior beams or railings must be approved by the Associate Director of Operations or designee. Banners must relate to current or upcoming events or services of broad campus interest, include the sponsoring organization, meet size limits, and be installed and removed by SMSU personnel.
4. Posters, flyers, notices, and similar materials may be posted only in authorized location after approval by the SMSU Information Desk or SMSU Marketing Department. Materials must include the sponsor name, reflect good taste, and comply with size and duration limits.
5. A-frames and sandwich boards may be used only by SMSU centers, tenants, and CSUSB departments in accordance with the approved size, number, placement, and removal requirements.
6. Unauthorized sales, advertising, or promotional activity in the SMSU and SRWC are prohibited.

7. SMSU Marketing, or its designee, shall administer scheduling, posting, removal, and review of display content in a content- and viewpoint-neutral manner. CSU/SMSU policy, accessibility requirements, facility operations, and public safety needs; emergency, safety, and operational notices may take priority over scheduled advertising.
8. Requests to use SMSU digital advertising displays shall comply with the applicable SMSU standard operating procedure, approved rate schedule, submission requirements, technical specifications, posting limits, billing requirements, and any other administrative controls established by SMSU. SMSU may decline, remove, or require revision of submitted materials that do not meet legal, accessibility, technical, safety, operational, or policy requirements.

CALIFORNIA STATE UNIVERSITY, SAN BERNARDINO
SANTOS MANUEL STUDENT UNION
OPERATIONS POLICY

SUBJECT: Operations Policy 110; Building Access, Minors, General Conduct, and Emergency Response
REFERENCE: Santos Manuel Student Union, Facilities Use Manual, SMSUBOD 8.18.21.; CSU Executive Order 1108, Systemwide Smoke and Tobacco Free Environment, as cited in the SRWC policies.; Applicable CSUSB policies referenced in the source manual, including policies addressing alcohol and other drugs, tobacco, parking, and animals on campus.

Purpose:
To establish baseline conduct and building safety expectations for SMSU spaces.

Scope:
Applies to the SMSU building and surrounding controlled areas, and to wheeled-device restrictions in SRWC access areas

Policy Statement:
Building access shall be managed in a manner that protects safety, preserves facility condition, and aligns with applicable campus policies.

Procedures:
1. Individuals under 18 years of age, except registered CSUSB students, may use SMSU facilities only when accompanied by and under the immediate supervision of a CSUSB student, faculty member, staff member, or adult community member age 18 or older.
2. SMSU follows campus policies addressing alcohol and other drugs, tobacco, and animals on campus. Events or activities involving non-service animals require prior approval.
3. Amplified sound is generally prohibited unless approved for a scheduled event. Approved sound may not exceed 90 decibels measured at 30 feet from the source on a B scale, and SMSU staff may monitor compliance.
4. Complete attire, including shirt and shoes, must be worn in the SMSU at all times.
5. Storage areas are limited to authorized staff or the assigned office occupants, as applicable.
6. Bicycles, skateboards, roller skates, roller blades, scooters, and hoverboards may not be ridden inside the SMSU or within covered walkways, patios, or the atrium. Bicycles, scooters, and hoverboards are not allowed in the building. The Executive Director or designee, in consultation with University Police, is responsible for emergency procedures and evacuation decisions. Outside regular weekday hours, this responsibility is assumed by Student Building Managers or Operation Managers unless otherwise directed.
7. Upon activation of evacuation procedures, all occupants must leave the facility as instructed and may not return until appropriate clearance is given.

CALIFORNIA STATE UNIVERSITY, SAN BERNARDINO
SANTOS MANUEL STUDENT UNION
OPERATIONS POLICY

SUBJECT: Operations Policy 111; SRWC Membership Privileges and Entrance Controls
REFERENCE: CSUSB Recreation & Wellness, Student Recreation & Wellness Center Policies, approved 5.1.2024.

Purpose:
To define SRWC membership categories, privileges, access requirements, and membership status rules.

Scope:
Applies to entry and participation privileges for the Student Recreation & Wellness Center and associated Recreation & Wellness facilities.

Policy Statement:
Use of the SRWC is limited to members, eligible affiliates, approved guests, and approved visitors who satisfy membership and entrance-control requirements.

Procedures:
1. SRWC membership privileges include entry during normal operating hours, participation in non-credit group exercise classes, intramural sports for student and associate members, use of the Aquatics Center during operating hours, and reduced prices for designated outdoor equipment rentals and programs.
2. Student members are regularly enrolled CSUSB students who pay the Student Union fee and therefore do not pay an additional membership fee for SRWC access.
3. Associate member categories include faculty, staff, retired or emeritus faculty and staff, continuing students, visiting faculty, and active CSUSB Alumni Association members, subject to verification and payment of applicable fees.
4. Affiliate member categories include spouses, domestic partners, roommates, adult dependents, and College of Extended Learning students who meet the relationship or residence criteria established by the policy.
5. A member may sponsor one guest per day. Guests must be at least 18 years old, provide valid photo identification, sign a waiver, purchase a day pass, and remain accompanied by the sponsoring member during the entire visit.
6. Visitors and conference groups may access the facility only through prior arrangements approved by the Recreation & Wellness Director or designee.
7. Except for regularly enrolled CSUSB students, participants in supervised youth programs, and approved youth events or tours, persons younger than 18 may not become SRWC members or guests.

8. All members and guests must enter and exit through the turnstiles adjacent to the Membership Services desk. Use of alarmed doors is prohibited except during emergency evacuations.
9. Members must remain in good standing to retain privileges. Membership may be placed on hold for documented medical reasons, and limited prorated refunds may be granted in the approved circumstances described by the policy.

CALIFORNIA STATE UNIVERSITY, SAN BERNARDINO
SANTOS MANUEL STUDENT UNION
OPERATIONS POLICY

SUBJECT: Operations Policy 112; Recreation and Wellness Health, Safety, Conduct, and Discipline
REFERENCE: CSUSB Recreation & Wellness, Student Recreation & Wellness Center Policies, approved 5.1.2024.; CSU Executive Order 1108, Systemwide Smoke and Tobacco Free Environment, as cited in the SRWC policies.

Purpose:
To establish health, safety, and conduct expectations for Recreation & Wellness participants.

Scope:
Applies to all members, guests, visitors, and participants in SRWC and Recreation & Wellness programs.

Policy Statement:
All users must act in a safe, respectful, and community-minded manner. Recreation & Wellness may deny service, require a participant to leave, or suspend privileges when conduct or safety rules are violated.

Procedures:
1. Members and guests are strongly encouraged to complete a medical examination before participating in Recreation & Wellness programs or using facilities.
2. If a fire alarm sounds, all users must exit immediately by the safest posted route and cooperate with staff during any evacuation or drill.
3. Unsafe or destructive activity is prohibited, including unauthorized traditional field sports in inappropriate indoor spaces, unsafe equipment use, and unapproved combative activity.
4. All injuries, accidents, unsafe conditions, or equipment concerns must be reported to staff immediately.
5. Spitting, profanity, abusive language, harassment, hazing, verbal abuse, and physical abuse are prohibited.
6. Recreation & Wellness is an alcohol- and drug-free program. Persons suspected of being under the influence may be directed to leave the facility or program.
7. No weapons or firearms are allowed in the SRWC.
8. Unauthorized use of the facility, misuse of identification, or attempts to bring non-members in without authorization are prohibited.
9. Disorderly conduct, vandalism, fighting, attempts to fight, or retaliatory aggression may result in immediate suspension of Recreation & Wellness privileges and referral to Student Conduct and Ethical Development or law enforcement.
10. Smoking and tobacco use are prohibited in accordance with CSU Executive Order 1108.

11. Management may suspend privileges pending investigation whenever a potential policy violation, threat, or safety concern is under review.

CALIFORNIA STATE UNIVERSITY, SAN BERNARDINO
SANTOS MANUEL STUDENT UNION
OPERATIONS POLICY

SUBJECT: Operations Policy 113; SRWC Attire, Equipment Checkout, Lockers, and Personal Property
REFERENCE: CSUSB Recreation & Wellness, Student Recreation & Wellness Center Policies, approved 5.1.2024.; Applicable CSUSB policies referenced in the source manual, including policies addressing alcohol and other drugs, tobacco, parking, and animals on campus.

Purpose:
To govern dress code, equipment checkout, personal property handling, and general use conditions inside the SRWC.

Scope:
Applies to all SRWC members, guests, and visitors.

Policy Statement:
Users must maintain appropriate attire and manage equipment and personal belongings in a manner that supports safety, hygiene, and orderly facility operations.

Procedures:
1. Appropriate clothing must always worn. Exercise attire is required in activity spaces, shirts or sports tops are required, bottoms must adequately cover the buttocks, and clothing likely to damage equipment is prohibited.
2. Closed-toe and closed-heel athletic footwear is required in activity areas unless a specific exception applies to yoga, martial arts, swimming-pool areas, locker rooms, or similar approved uses.
3. Lendable equipment such as basketballs and volleyballs may be borrowed through designated service desks. Borrowers are responsible for replacement cost if equipment is damaged or not returned.
4. Except in the lobby and hallway, food, gum, and drinks are not permitted in SRWC activity areas. Non-breakable leak-proof bottles containing water are allowed. Glass containers are prohibited.
5. Day-use and bring-your-own-lock lockers are available under the conditions stated by the facility. Personal locks will be cut and lockers emptied at the end of each day unless the locker is part of an approved semester rental program.
6. Personal belongings may not be stored on activity floors. Users are responsible for securing their own property, and Recreation & Wellness is not responsible for lost or stolen items.
7. Photography, video recording, and similar device use are prohibited in locker rooms and restrooms. Limited recording elsewhere is allowed only when it does not create a safety hazard or violate privacy expectations, and media or academic recording requires advance approval.

8. Phone and electronic device use is permitted only to the extent it does not create a safety hazard, deny others access to amenities, or compromise privacy.
9. Animals are not permitted in the SRWC except in accordance with CSUSB Policy.
10. Reasonable accommodation requests should be made at least five business days in advance when possible.
11. Lost and found items are handled according to SMSU policy and procedures.

CALIFORNIA STATE UNIVERSITY, SAN BERNARDINO
SANTOS MANUEL STUDENT UNION
OPERATIONS POLICY

SUBJECT: Operations Policy 114; Recreation and Wellness Reservations, Booking Priorities, and Rental Conditions
REFERENCE: CSUSB Recreation & Wellness, Student Recreation & Wellness Center Policies, approved 5.1.2024.

Purpose:
To govern scheduled use, event booking, rental conditions, and reservation appeals for the SRWC.

Scope:
Applies to all requests for reserved use of SRWC areas, including pool event requests.

Policy Statement:
Reserved use of the Recreation and Wellness Spaces shall support the primary mission of Recreation & Wellness and may be approved only when member service standards, safety, and facility design are not compromised.

Procedures:
1. The Recreation & Wellness Director or designee is responsible for day-to-day reservation decisions and may approve only activities compatible with the design and intended use of the facility.
2. Groups are defined as six or more people engaging in an activity together. Requests should be submitted at least two weeks before the desired date through the approved request process.
3. Recreation and Wellness reservations are generally limited to seven days in duration.
4. Outside groups may be scheduled only if member service standards are not compromised and the event does not occur during prime time.
5. Pool events or group use requests must be submitted through the campus special events process at least two weeks in advance, require Kinesiology approval, then Recreation & Wellness approval, and must include required lifeguard staffing.
6. Rental rates, deposits, and staffing costs shall follow the currently approved rate schedule. The rental rate includes use of the approved room plus access to designated support amenities as described by the policy.
7. Use of the Recreation and Wellness facilities for unauthorized personal, commercial, or monetary gain, including unauthorized tournaments, coaching, instruction, tryouts, or programs duplicating Recreation & Wellness services, is prohibited unless previously approved.
8. When a reservation or lease request is denied, the requesting party may submit a written appeal within forty-eight hours in accordance with the appeal process established by Recreation & Wellness.

CALIFORNIA STATE UNIVERSITY, SAN BERNARDINO
SANTOS MANUEL STUDENT UNION
OPERATIONS POLICY

SUBJECT: Operations Policy 115; Fitness Floor and Group Exercise Studio Use
REFERENCE: CSUSB Recreation & Wellness, Student Recreation & Wellness Center Policies, approved 5.1.2024.

Purpose:

To establish safe and orderly use rules for the Fitness Floor and Group Exercise Studios.

Scope:

Applies to all persons using fitness equipment, studio spaces, and related support equipment in the SRWC.

Policy Statement:

The Fitness Floor and Group Exercise Studios must be used only for their intended recreational and instructional purposes, with due regard for safety, equipment care, and equitable access.

Procedures:

1. Proper athletic attire and shoes are required, except for approved class-specific exceptions such as yoga, martial arts, or certain wellness classes.
2. Users may not leave bags or personal items on the floor. Valuables should be secured in lockers
3. Equipment must be used only as intended. Users may not drop weights, stand on benches, stack boxes, or operate machines with damaged or loose parts.
4. Weights and plates must be returned to their racks after use, and weights are to remain in the Fitness Floor area. Bumper plates may be used only on the Olympic platform, and back squats must be performed in squat racks rather than on the Olympic platform.
5. When others are waiting, cardio equipment use is limited to 30 minutes.
6. Users must wipe down equipment after use with designated cleaning materials.
7. Chalk use is prohibited.In group exercise spaces, members must follow the instructor’s class plan, avoid disruptive conversation, return equipment neatly, and clean equipment high-contact points after use.
8. Use of studio sound equipment and microphones is limited to approved classes, sports clubs, and authorized events. Music and lights should be turned off when the room is vacated, as applicable.

CALIFORNIA STATE UNIVERSITY, SAN BERNARDINO
SANTOS MANUEL STUDENT UNION
OPERATIONS POLICY

SUBJECT: Operations Policy 116; Multipurpose Gym, Locker Room, and Sauna Use
REFERENCE: CSUSB Recreation & Wellness, Student Recreation & Wellness Center Policies, approved 5.1.2024.

Purpose:
To establish conduct and area-use rules for the gym, locker rooms, and sauna.

Scope:
Applies to all persons using the SRWC multipurpose gym, locker rooms, and sauna.

Policy Statement:
Shared recreational areas shall be used in a manner that protects participant safety, encourages respectful co-use, and preserves the condition of the facility.

Procedures:
1. Intramural use and approved reservations take precedence over free play in the multipurpose gym. Courts are otherwise available on a first-come, first-served basis subject to posted schedules.
2. Proper athletic attire and appropriate non-marking athletic shoes are required on gym courts. Food is prohibited; water or sports drinks in sealable bottles are allowed.
3. Dunking, hanging on rims or backboards, rough play, slide tackling, unauthorized throwing or pitching, and use of weights or dumbbells on the courts are prohibited.
4. Indoor soccer is permitted only with an indoor soccer ball, and soccer play may not endanger windows, goals, or other patrons.
5. Locker rooms must be used respectfully. Users should clean up after themselves and follow the modesty, child-supervision, and all-gender restroom guidance stated by the policy.
6. Sauna use is limited to healthy individuals who follow posted rules, including appropriate attire, no amplified sound or phones, and reasonable time limits. Users should cool down between sessions and may be removed from the facility for noncompliance.
7. Do not cover sensors in the sauna.
8. No shoes are allowed. Shower shoes are allowed.
9. Sauna users must sit on a towel
10. Do not pour excessive water on rocks

CALIFORNIA STATE UNIVERSITY, SAN BERNARDINO
SANTOS MANUEL STUDENT UNION
OPERATIONS POLICY

SUBJECT: Operations Policy 117; Climbing Wall and Leadership Challenge Center Use
REFERENCE: CSUSB Recreation & Wellness, Student Recreation & Wellness Center Policies, approved 5.1.2024.

Purpose:
To establish specialized safety and supervision rules for the climbing wall and Leadership Challenge Center.

Scope:
Applies to all participants, belayers, staff, and program users in these areas.

Policy Statement:
Use of the climbing wall and Leadership Challenge Center is conditioned on trained supervision, approved equipment, and strict compliance with area-specific safety procedures.

Procedures:
1. Climbing wall staff must be present for top-rope climbing or Auto Belay use. Participants must complete required checks and tests before earning the applicable climbing privileges.
2. Participants must wear appropriate fitness attire and approved footwear. Injuries, equipment damage, loose holds, unsafe conditions, and related incidents must be reported immediately.
3. Users must follow standard climbing commands, tie-in, belay, spotting, route, and equipment rules established by the climbing wall staff. Unauthorized teaching of belay techniques is prohibited.
4. Open bouldering is limited to designated height limits and check-in procedures. Auto Belay use is limited to approved climbers during approved hours and only under staff connection procedures.
5. Access to the Leadership Challenge Center is by approval of the Challenge Course Manager. Staff directions must be followed at all times, and a waiver is required before participation.
6. Challenge Course staffing ratios, inspection requirements, safety briefings, transfer procedures, clip-in requirements, equipment controls, and zip-line restrictions shall be enforced as stated in the area policy.
7. Program modifications or exceptions must be approved by the Challenge Course Manager before the activity begins.

CALIFORNIA STATE UNIVERSITY, SAN BERNARDINO
SANTOS MANUEL STUDENT UNION
OPERATIONS POLICY

SUBJECT: Operations Policy 118; Aquatics Center Use
REFERENCE: CSUSB Recreation & Wellness, Student Recreation & Wellness Center Policies, approved 5.1.2024.

Purpose:
To govern use of the Aquatics Center and pool areas.

Scope:
Applies to swimmers, non-swimmers, spectators, youth participants, and staff in the Aquatics Center.

Policy Statement:
Use of the Aquatics Center is permitted only in accordance with lifeguard direction, membership or pass requirements, and posted health and safety rules.

Procedures:
1. SRWC members are admitted to the pool without additional admission charges. Other users may purchase an approved pass when available. During the academic year, community and child access is limited as stated on our website.
2. All persons entering the pool area, whether swimmers or non-swimmers, must check in and have the required waiver on file.
3. Children under 13 must be supervised by an adult, and minors in the water must remain within arm's reach of an adult unless they pass the Deep-Water Swim Test or staff otherwise authorize participation.
4. Proper swim attire is required. Non-disposable swim diapers are required for children who are not toilet trained.
5. Users must comply with posted prohibitions on running, glass containers, unsafe diving, disruptive behavior, inappropriate toys or flotation devices, prolonged breath holding, and use of equipment for unintended purposes.
6. Lifeguards may limit use, require swim tests, close the pool because of weather or hazards, and remove anyone from the pool area for safety or policy violations.
7. Patrons should follow posted public health guidance, including refraining from pool use when ill or when open wounds or communicable conditions are present.

CALIFORNIA STATE UNIVERSITY, SAN BERNARDINO
SANTOS MANUEL STUDENT UNION
OPERATIONS POLICY

SUBJECT: Operations Policy 119; Comments, Complaints, Appeals, Accessibility, and Administrative Review
REFERENCE: Santos Manuel Student Union, Facilities Use Manual, SMSUBOD 8.18.21.; CSUSB Recreation & Wellness, Student Recreation & Wellness Center Policies, approved 5.1.2024.; Applicable CSUSB policies referenced in the source manual, including policies addressing alcohol and other drugs, tobacco, parking, and animals on campus.

Purpose:
To identify the primary channels for policy interpretation, comments, complaints, accessibility requests, and appeals.

Scope:
Applies to users of SMSU facilities and Recreation & Wellness managed spaces.

Policy Statement:
Users may seek clarification, submit comments or complaints, request accommodations, and appeal designated decisions through the processes established by the responsible office.

Procedures:
1. Appeals related to the SMSU Facilities Use policies may be directed to the Executive Director of SMSU or designee.
2. A Recreation & Wellness member may dispute discipline when the claim concerns a misapplication of a rule or a misinterpretation of Recreation & Wellness policies and procedures must be submitted in writing to the Director of Recreation & Wellness or designee.
3. An appeal of a Recreation and Wellness or SMSU facility or program suspension must be submitted in writing to the SMSU Executive Director or Designee.
4. If an SRWC facility reservation or lease request is denied, a written appeal may be submitted within forty-eight hours to the Director of Recreation & Wellness, who may evaluate the appeal and forward appropriate matters to the SMSU Board of Directors.
5. Questions, concerns, service suggestions, praise, and complaints may be submitted to SMSU or Recreation & Wellness staff, through approved comment processes, or through the main SMSU or Recreation & Wellness email process identified by the department.
6. Accessibility accommodation requests should be directed to SMSU or Recreation & Wellness at least five business days in advance when feasible.

SANTOS MANUEL STUDENT UNION OF
CALIFORNIA STATE UNIVERSITY, SAN BERNARDINO

AMENDED BYLAWS
Effective 4.29.2026

Santos Manuel Student Union
CAL STATE SAN BERNARDINO

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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 consisting of fourteen (14) voting Directors and one (1) ex officio, non-voting member with a simple majority of the filled positions of the Board of Directors constituting a quorum for the transaction of business.

Directors shall be unpaid; however, the Corporation may provide reasonable expense reimbursement subject to the expense reimbursement policies maintained by the Corporation for the Board of Directors. Student members of the Board of Directors may be eligible for a leadership scholarship or similar educational benefit only pursuant to a Board-approved policy that establishes objective eligibility criteria, award limits, funding source restrictions, conflict-of-interest safeguards, and all required approvals and legal compliance standards.

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. At least one (1) of the seven (7) student representatives at large shall be enrolled at the Palm Desert Campus and taking a minimum of fifty percent (50%) of their units at that campus at the time of appointment and throughout their term of service 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 the Corporation's Chief Financial Officer, shall serve as an ex officio. Non-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 semester, and as necessary, the Corporation posts flyers and advertises as appropriate, soliciting applicants for open 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 May of each year, or as necessary for vacancies occurring outside the annual appointment process.

In the event of a vacancy in a student representative-at-large position occurring between regular appointment cycles, the Personnel Committee shall recommend to the Board of Directors the person or persons it determines are most qualified to serve and the Board of Directors shall vote to elect the person or persons to fill the vacancy. This authority applies only to student representative-at-large positions appointed by the Board of Directors and does not apply to ex officio, designated, nominated, or presidentially appointed positions. Said vacancy will be filled for the unexpired term of the former director.

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

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, and controller. The Executive Director shall serve as an ex oficio, non-voting member of the Executive Committee.

A. Executive Authority and Limitations
The Executive Committee shall act only in an advisory capacity to the Board of Directors except as expressly delegated by formal action of the Board of Directors. The Executive Committee may act on behalf of the Board of Directors between regularly scheduled meetings only when:

1. Action is necessary to address time-sensitive operational matters; and
2. The matter does not involve adoption or amendment of policy, approval of the annual budget, approval of audits, approval of contracts exceeding limits established by Board policy, hiring or termination of the Executive Director, or any other matter reserved by law, Title 5, the Education Code, the Articles of Incorporation, or these Bylaws to the full Board of Directors.

Any action taken by the Executive Committee pursuant to delegated authority shall be reported to the Board of Directors at its next regular meeting and entered into the minutes.

The Executive Committee shall not exercise authority in a manner inconsistent with California Education Code Sections 89920–89928, Title 5 §42602, or applicable California Nonprofit Public Benefit Corporation Law. If the Executive Committee meets without delegated authority, it functions in an advisory capacity and the Seymour Act's open-meeting provisions do not apply; no final action may be taken.

Section 6. TERM OF OFFICE

The term of office for appointed Board of Directors members shall be as specified for each Director category in Article IV, Section 2. Student representatives serve staggered two-year terms; all other appointed Directors serve the term length specified in Section 2 (one year unless otherwise stated). Terms commence after the

Annual Meeting at which the appointment is confirmed. Any Director elected to fill a vacancy shall serve for the remainder of the term such Director was elected to fill.

Section 7. VOTING

Each voting Director of the Board of Directors shall have one (1) vote, and voting by proxy is prohibited. Unless otherwise required by law, these Bylaws, or duly adopted special rules of order, the affirmative vote of a majority of the voting Directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors. A tie vote shall not constitute approval, and the motion shall fail.

For purposes of Board meeting agenda administration, items may be designated as Informational Items, Discussion Items, or Action Items, as follows:

A. Informational Item. An Informational Item is an item presented to the Board for background, report, update, education, announcement, or receipt of information only. Informational Items do not require Board action. Directors may ask clarifying questions, and the Chair may allow limited discussion for purposes of understanding the item, but no main motion for Board action shall be in order unless the Informational Iem has been properly agendized as an Action Item or unless applicable law and Board rules permit its later consideration.
B. Discussion Item. A Discussion Item is an item presented to the Board for deliberation, exchange of views, review of options, or development of direction to staff or a committee. Discussion Items do not require final Board action. Directors may debate and may provide consensus direction if authorized by the Chair and consistent with Board practice, but no final motion adopting, approving, authorizing, or binding the Corporation shall be taken unless the item has been properly agendized as an Action Item or unless applicable law and Board rules permit its later consideration.
C. Action Item. An Action Item is an item properly placed before the Board for formal action. Action may be taken only on an Action Item, and any such action shall be taken by motion, second, and vote in accordance with these Bylaws and the parliamentary authority adopted by the Board.

Unless otherwise required by law, these Bylaws, or special rules of order, the Chair may take a vote on an Action Item by , voice vote, show of hands, roll call vote, or ballot, as appropriate under the circumstances.

Voice Vote / Collective Yes-No Vote. A voice vote or other collective yes-no vote may be used for routine or noncontroversial Action Items when no individualized record of each Director's vote is required and the Chair can clearly determine the result. If the result is unclear, or if a counted or recorded vote is required by these Bylaws, by law, or by an approved motion of the Board, the Chair shall use a different voting method.

Roll Call Vote. A roll call vote shall be used when:

1. required by law;
2. required by these Bylaws or other duly adopted Board policy or special rule;
3. the Board is acting on Bylaw amendments;
4. the Board is electing or removing officers or Directors, or filling a Board vacancy;
5. the Board is taking final action on the annual budget, major fiscal commitments, or contracts or obligations designated by Board policy for recorded vote;
6. a conflict-of-interest recusal affects the vote and the Board Secretary should clearly record each eligible Director's vote; or
7. the Chair determines, or a majority of the Board of Directors present directs, that the vote of each Director should be individually recorded in the minutes.

Ballot Vote. A ballot vote may be used only when the voting method is consistent with law and applicable Board procedures, and only if the ballot is not secret or anonymous. Any ballot vote must permit the vote of each Director to be identified and recorded in the minutes when required by these Bylaws, law, or Board procedure. Ballot voting

may be used for elections or other matters if directed by the Board, provided that the method used is consistent with law and any applicable Board procedures.

Recording of Vote. The minutes shall reflect whether action was taken, whether the motion passed or failed, and the voting method used. In the case of a roll call vote, the minutes shall record the vote of each Director voting, abstaining, or recused.

The current edition of Robert's Rules of Order Newly Revised shall govern parliamentary procedure for matters not addressed by law, these Bylaws, or duly adopted special rules of order.

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 Executive Assistant to the Executive Director, and notices mailed, or e-mailed to them at such addresses shall be valid notices thereof.

Section 9. ATTENDANCE AND PARTICIPATION

Service on the Board of Directors carries with it an expectation of regular and active participation in meetings of the Board of Directors and assigned committees. In-person attendance at Board of Directors meetings is strongly encouraged and shall be the standard form of participation whenever reasonably practicable.

Attendance is defined as being present, whether in person or through authorized remote participation, prior to the announcement of unfinished business and remaining until the scheduled ending time for the meeting, unless an accommodation or prior approval has been granted by the Chair for academic purposes, University business, or other good cause.

Student Directors are expected to attend all regularly scheduled Board of Directors meetings in person, except as otherwise permitted by these Bylaws or approved for good cause.

Notwithstanding the foregoing, the Palm Desert student Director and any other student Director taking a majority of their classes at the Palm Desert Campus may participate remotely in Board of Directors meetings held on the San Bernardino Campus. If a Board of Directors meeting is held at the Palm Desert Campus, such Director or Directors are expected to attend in person unless excused for good cause.

Except as provided in the preceding paragraph, a student Director may participate remotely in up to four (4) regularly scheduled Board of Directors meetings per academic year, with no more than two (2) such meetings in any one semester and no rollover of unused remote participation. Remote participation in excess of these limits may be permitted only with prior approval of the Chair for good cause or by action of the Board of Directors.

A student Director may be absent from up to three (3) regularly scheduled Board of Directors meetings during an academic year. Upon a fourth (4th) absence, the matter may be referred to the Personnel Committee for review and recommendation to the Board of Directors regarding appropriate action by the Board, which may include without limitation removal from the Board or other appropriate action under these Bylaws.

For purposes of this Section, good cause may include, but is not limited to, illness, medical necessity, family emergency, academic obligation, official University activity, employment conflict, disability-related accommodation, or other circumstances beyond the Director's reasonable control.

Any absence or request for remote participation outside the limits stated in this Section should be communicated to the Chair and the Executive Director, or their designees, at least two (2) business days prior to the meeting whenever practicable, except in the case of emergency.

The Executive Director, or designee, shall maintain attendance and remote participation records for purposes of monitoring compliance with this Section.

Nothing in this Section shall prohibit remote participation or excuse attendance requirements where otherwise required by law or reasonable accommodation. All remote participation shall remain subject to the meeting requirements set forth in these Bylaws and applicable law.

Section 10. 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. VOLUNTARY RESIGNATION AND INVOLUNTARY REMOVAL

A Director may resign voluntarily at any time by providing written notice to the Chair of the Board of Directors and the Executive Director. A voluntary resignation shall be effective upon receipt unless a later effective date is stated in the notice.

Members of the Board of Directors are expected to comply with the attendance and participation requirements set forth in these Bylaws, including Article IV, Section 9. For purposes of this Section, authorized remote participation shall be treated as attendance and shall not constitute an absence.

A Board of Directors member appointed by the Board of Directors who exceeds the absence or remote participation limits established by these Bylaws, or who otherwise fails to attend meetings regularly, may be subject to review for involuntary removal. Before any recommendation or action is taken, the Chair of the Board of Directors, or designee, shall provide the affected Director with written notice describing the attendance concern, the basis for possible involuntary resignation, and the opportunity to submit a written explanation and/or appear before the Personnel Committee or the Board of Directors before final action is taken.

Following review, the Personnel Committee may make a recommendation to the Board of Directors regarding continued service, excused status, corrective expectations, requesting a voluntary resignation, or involuntary removal. Any involuntary removal of a Board-appointed Director under this Section shall require action by the Board of Directors. Written notice of the Board's final action shall be provided to the affected Director.

Should a Board of Directors member appointed by another campus entity or appointing authority fail to attend meetings regularly or otherwise fail to comply with the attendance and participation requirements of these Bylaws, the Chair of the Board of Directors, or designee, shall provide written notice to the affected Director and to the applicable appointing entity or authority, and may request that a new representative or appointee be designated in accordance with these Bylaws.

Any Director subject to involuntary removal under this Section may appeal in writing to the Board of Directors, and the Board of Directors shall consider the appeal before the removal becomes final or, if already acted upon, at its next regular or special meeting.

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 or at such other location within the State of California as may be designated by the Board of Directors, including facilities at the California State University, San Bernardino, including the San Bernardino Campus or Palm Desert Campus.

Section 2. ANNUAL AND REGULAR MEETING

The Annual Meeting of the Board of Directors shall be held in the spring semester, 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 semester. Board of Directors review and approval of the budget for the following fiscal year will take place in the spring semester. 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 can be delivered personally, by mail, e-mail, etc. Notice of special meetings shall be posted and distributed at least twenty-four (24) hours in advance and shall specify the time, place, and business to be transacted. No other business shall be considered.

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 in compliance with Education Code §89921. 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 and any committee exercising delegated authority of the Board shall be open and public and conducted in accordance with California Education Code §§89920–89923 (the "Seymour Act"). Regular meetings shall be publicly noticed at least seven (7) days in advance. Special meetings shall be publicly noticed at least twenty-four (24) hours in advance and shall be limited to the business specified in the notice. Closed sessions may be held only for matters expressly authorized by law, including but not limited to personnel matters, litigation, real property negotiations, and investments where public discussion would adversely affect the Corporation's financial interests. Any final action shall be taken in open session.

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 pursuant to delegated authority of the Board of Directors shall be conducted in accordance with the provisions of California Education Code Sections 89923 to 89928.

Section 7. REMOTE MEETINGS AND PARTICIPATION

Meetings of the Board of Directors may be conducted by teleconference, video conference, or other electronic communications platform, provided that all Directors participating and members of the public in attendance are able to hear one another in accordance with California Education Code §§89920–89923. Directors participating remotely shall be deemed present in person for purposes of quorum and voting. Voting by proxy, anonymous ballot, or email for action items is prohibited. Secret ballot voting is also prohibited. Nothing in this Section prohibits the use of a non-secret written ballot if authorized under Article IV, Section 7 and otherwise consistent with law and these Bylaws.

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 semester 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 of the Board of Directors may make interim appointments pending confirmation.

Section 3. DESIGNATED STANDING COMMITTEES

Unless otherwise required by law or these Bylaws, each standing committee of the Corporation shall be composed so that student members constitute a majority of the voting membership of the committee. Committee appointments and confirmations shall be made in a manner consistent with this requirement.

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 for approval.

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 Recreation and Wellness Department. The committee shall submit documents necessary for approval of the policies of the Recreation and Wellness Department 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 Audit 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 CPA's compensation on behalf of the Board of Directors. The committee will confer with the auditor to satisfy committee members that the financial affairs of the Santos Manuel Student Union are in order, review the annual audit and any management letter, and recommend to the Board whether to accept the audit. The Committee will approve any non-audit services performed by the independent audit firm and ensure those services meet applicable auditor-independence standards (e.g., AICPA and, when applicable, Government Auditing Standards "Yellow Book")

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 AND SUSTAINABILITY: This committee will discuss the operational systems within the Santos Manuel Student Union facilities, including but not limited to, long-range planning, construction, expansions, renovations, and space usage. This committee will review the 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 University Enterprise Corporation Executive Director as needed to monitor the commercial services operation within the facility. In efforts to maintain its commitment to sustainable practices, this committee 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.

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 spokesperson 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.

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.

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.

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. Upon completion, the audited financial statements shall be presented to the Board of Directors and shall be made available to the public consistent with California Education Code §89900 and Government Code §12586(e).

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

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

ARTICLE XVII: RULES OF PROCEDURE

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.

Section 2. EFFECTIVE DATE, NOTICE, AND COMPLIANCE

Amendments take effect upon Board adoption unless applicable law or the Operating Agreement expressly requires presidential approval, in which case effectiveness is conditioned on such approval. The Board may specify a later effective date (including after the Annual Meeting) and adopt reasonable transition provisions to avoid conflict with elections, officer terms, committee structures, or pending business. Within ten (10) business days after adoption, the Executive Director (or designee) shall provide written notice and a copy of the adopted amendment to the CSUSB President or the President's designee; electronic notice is sufficient. If an adopted amendment is later determined to be inconsistent with applicable law, CSU policy, or the Operating Agreement, the Board shall promptly cure the inconsistency by further amendment.

ARTICLE XIX: PUBLIC RECORDS AND TRANSPARENCY

The Corporation shall comply with the California Education Code §§89913–89919 (Richard McKee Transparency Act). Public records shall be made available upon request consistent with statutory timelines. The Corporation may charge fees limited to direct duplication costs as permitted by law. Exemptions shall be applied only as authorized by statute. The Board of Directors may adopt procedures consistent with this Article. Such procedures may designate a Records Custodian, acceptable request methods, response timelines, fee schedules, and appeal processes, consistent with applicable law.

ARTICLE XX: CSU SYSTEM OVERSIGHT

The Corporation operates in good standing as an auxiliary organization of California State University, San Bernardino, in accordance with Title 5 of the California Code of Regulations, Chancellor's Office policies, and the Corporation's Operating Agreement with CSUSB. The Board retains authority to adopt and amend these Bylaws consistent with those requirements and will provide timely notice of bylaw amendments to the CSUSB President or designee as provided in Article XVIII.