

**BYLAWS OF THE
ASSOCIATED STUDENTS, INCORPORATED OF
CALIFORNIA STATE UNIVERSITY, SACRAMENTO**

a California Nonprofit Public Benefit Corporation

I. NAME

The name of this Corporation is the Associated Students of California State University, Sacramento, hereinafter Associated Students.

II. GOVERNING BOARD

The governing board of the Associated Students is its Board of Directors, hereinafter Board.

III. PRINCIPAL OFFICE

The principal office of the Associated Students is located at California State University, Sacramento, California, hereinafter CSUS.

IV. PURPOSE AND LIMITATIONS

A. Primary Purpose

The following are the primary purposes for the formation of this Corporation:

1. To serve as the official governing body of Sacramento State Students.
2. To advance the well-being of Sacramento State students.

B. Means

The following shall be the primary means by which the Associated Students fulfills its purpose:

1. Through operation and sponsorship of programs and services designed to effectively meet the varied needs and demands of a diverse student body;
2. Through expression of student interest on campus and off; expression of student opinion regarding action and positions taken on the campus and at local, state, national and international levels, that relates to the access, affordability and quality of higher education;

IV. PURPOSE AND LIMITATIONS (continued)

B. Means (continued)

3. By supporting and strengthening campus cultural, social, academic and recreational opportunities, encouraging healthy civic and campus involvement, and developing further development of the students of Sacramento State and the Sacramento community.

C. Limitations

1. This Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Corporation Law for Public Purposes.
2. Associated Students is an auxiliary organization of the California State University, Sacramento and as such shall take no action which is contrary to lawful regulations of the Board of Trustees and the President of the University.

V. CONSTRUCTION AND DEFINITIONS

- A. Unless context requires otherwise, the general provision for rules of construction and definitions in the California Nonprofit Public Corporation Law and the Education Code shall govern the construction of these Bylaws.
- B. When a general and particular provision of these Bylaws or general and particular provisions of any operating rules are inconsistent, the particular provision of these Bylaws shall control.

VI. MEMBERSHIP

A. Qualifications and Rights of Membership

1. All current regularly enrolled students of CSUS shall be members of the Corporation.
2. Members shall be entitled to the following privileges:
 - a. To vote at election (vote by proxy shall not be permitted);

VI. MEMBERSHIP (continued)

- A. Qualifications and Rights of Membership (continued)
 - 2. Members shall be entitled to the following privileges (continued):
 - b. To hold Associated Students offices if otherwise qualified;
 - c. To hold office in any student organization recognized by the Associated Students, if otherwise eligible;
 - d. To pay student rates at all Associated Students and CSUS activities where such rates are offered, and for publications sponsored by the Associated Students.
- B. Membership Fees
 - 1. Membership fees shall be established and adjusted in accordance with applicable provision of the California Education Code and policies of the Board of Trustees.

VII. DIRECTORS

A. General Corporate Powers

Subject to the limitations of Articles of Incorporation, Bylaws, Operating Rules, and the laws of the State of California, all corporate powers shall be exercised by and under the direction of the Board. The following specific powers and responsibilities shall be included among general corporate powers of the Board:

- 1. To adopt operating rules to govern activities, enterprises and undertakings of the Associated Students, and to adopt other regulations subsidiary to such rules;
- 2. To establish committees as it shall determine, and to define the membership, structure, authority and responsibilities of such committees;
- 3. To confirm appointments made by the President of the Associated Students, hereinafter President, as provided for in these Bylaws;

VII. DIRECTORS (continued)

A. General Corporate Powers (continued)

4. To require reports from employees of the Associated Students, hereinafter employees, and any other agent of the Associated Students; to investigate, adopt, resolve and in general perform all business on matters within the interest of the Corporation;
5. To remove Directors as provided for by law or by these Bylaws; to remove appointees according to provisions set forth in operating rules; to employ and remove employees according to provisions set forth in operating rules;
6. To adjudicate disputes as provided for in these Bylaws.

B. Number and Qualifications of Directors

1. The authorized number of Directors of the corporation shall be no less than sixteen (16) and no more than thirty (30) members consisting of the following:

2. Elected Directors

The following Directors shall be elected:

- a. President, Executive Vice President, Vice President of Finance and Vice President of University Affairs, Vice President of Academic Affairs, each of whom shall be elected by students, hereinafter membership at large;
- b. One Director, elected by the undergraduate membership which has not declared a major;
- c. One Director, elected by the graduate membership;
- d. One Director from each College elected by membership with declared, pre, and special majors in the respective Colleges.

3. Ex-Officio Directors

The following shall serve as ex-officio, voting Directors:

- a. The CSUS President or designee;
- b. The CSUS Chief Financial Officer or designee.

VII. DIRECTORS (continued)

B. Number and Qualifications of Directors (continued)

4. Residency Requirements

Candidates for election to the Board of Directors, other than ex-officio members, must meet the following residency requirements:

a. Candidates for the Board of Directors must have completed six (6) units in the semester (excluding intersession and summer session) prior to the semester in which the election is held and must be enrolled in seven (7) units (or four (4) units for graduate and credential students) at CSUS the semester of the election and each semester within which they serve.

b. Candidates for President, Executive Vice President, Vice President of Finance, Vice President for University Affairs, and Vice President of Academic Affairs must have completed forty five (45) overall semester units recognized by CSUS, (including units enrolled in during the semester elections are held) by the time the candidate takes office; twelve (12) units (or nine (9) units for graduate students) must have been earned at CSUS in the twelve months preceding the semester in which the election is held and six (6) units (undergraduate or graduate level) must have been earned in the semester (excluding intersession and summer session) prior to the semester in which the election is held. The Candidates for President and Vice Presidential positions must be enrolled in seven (7) units or four (4) units for graduate and credential students at CSUS the semester of the election and each semester within which they serve.

5. Qualifications

Candidates for election to the Board of Directors, other than ex-officio members, must meet the following qualifications.

a. Candidates for the Board of Directors must have a G.P.A. of 2.5 or higher to run for office and maintain a G.P.A. of 2.5 to take office as determined in one of the following methods.

- i. An overall grade point average of 2.5 or higher or
- ii. A grade point average of 2.5 or higher for all work completed at CSUS or

VII. DIRECTORS (continued)

B. Number and Qualifications of Directors (continued)

5. Qualifications (continued)

- iii. To run for office, a grade point average of 2.5 or higher the twelve months (including intersession and summer session) prior to the semester in which the election is held.
- iv. To take office, a grade point average of 2.5 or higher the twelve months prior to the candidate's taking office.

- b. If elected, Board members and Officers must meet all requirements established by the CSU Chancellor's Office during the semester of the election and each semester within which they serve.

- c. Directors elected by particular Colleges or constituencies shall be from said College or constituencies at the time of the election and when they take office (with the exception of the Director of Undeclared Students).

- d. Students who are "expressed interest" in any major or undeclared at the time of filing for candidacy may run for Director of Undeclared.

- e. If elected or appointed, Board members and officers must maintain "good standing" and at least a 2.5 GPA during each semester in which they serve as long as their cumulative GPA remains 2.5 or higher.

- f. Students will be deemed ineligible to run for office, and/or be appointed to a vacancy on the ASI Board of Directors if in the previous twelve months they:
 - i. Were removed by the ASI Board of Directors;
 - ii. Voluntarily resigned from the ASI Board of Directors, or;
 - iii. Did not take office once elected to the ASI Board of Directors.

6. Appointment to Board of Directors Vacancies

Students who are appointed to a position on the Board of Directors must meet the same requirements that a candidate running for the office at the time of the election would have been required to meet.

VII. DIRECTORS (continued)

C. Officers of the Board

1. The President shall be the Chief Executive Officer and the official representative of Associated Students. The President shall be an ex-officio member of all committees of the Board and shall have such other powers and perform such other duties as may be assigned by the Board or these Bylaws.
2. The Executive Vice President shall, in the absence of the President, be vested with the powers of and perform the duties of the President. The Executive Vice President shall be the Chair of the Board and shall preside at meetings of the Board and the corporation, prepares an agenda for such meetings, and performs such other duties as may be assigned by the President, Board or these Bylaws. The Executive Vice President shall be the Chief Operations Officer. The Executive Vice President is a member of all ASI internal committees and will be responsible for coordination of all ASI internal committees. The Executive Vice President will also be responsible for keeping the Board of Directors informed on all committee workings.
3. The Vice President of Finance shall, in the absence of the President and the Executive Vice President, be vested with the powers of and perform the duties of the President. The Vice President of Finance shall be the Chief Financial Officer, responsible for the annual budget and maintenance of adequate and correct records of all fiscal affairs and business transactions of the Corporation. The Vice President of Finance shall have such other powers and perform such other duties as may be assigned by the President, the Board or these Bylaws.
4. The Vice President of University Affairs, in the absence of the President, Executive Vice President, and Vice President of Finance, shall be vested with the powers of and perform the duties of the President. The Vice President of University Affairs shall be the University and Community Relations Officer. The Vice President of University Affairs shall be responsible for coordinating student representation on all University committees, boards, and councils and shall coordinate all research, evaluation, development and application of student issues as approved by the Board. The Vice President of University Affairs shall consult with the Vice President of Academic Affairs for all student representatives on Faculty Senate and academic-related committees. The Vice President of University Affairs shall have such other powers and perform such other duties as may be assigned by the President, the Board, or these Bylaws.

VII. DIRECTORS (continued)

C. Officers of the Board (continued)

5. The Vice President of Academic Affairs, in the absence of the President, Executive Vice President, Vice President of Finance and Vice President of University Affairs, shall be vested with the power of and perform the duties of the President. The Vice President of Academic Affairs will be responsible for providing information/assistance relative to the Student Grade Appeals and Complaint Procedures process. The Vice President of Academic Affairs shall be responsible for coordinating student representation on all Faculty Senate and academic-related committees. The Vice President of Academic Affairs shall be a member (voting or non-voting) on all academic-related University Committees. The Vice President of Academic Affairs will be responsible for addressing student issues associated with General Education/major requirements, student retention/graduation, and promotion of diversity in education.
6. The Secretary of the Board shall be appointed from among the Directors by the Executive Vice President, pending Board approval. The Secretary shall ensure that minutes of all meetings of the Board are kept and maintained. The Secretary shall certify the minutes after their approval by the Board.
7. The Vice Chair of the Board shall be appointed from among the Directors by the Executive Vice President, pending Board approval. The Vice Chair shall be charged with chairing meetings of the board in the absence of the Executive Vice President.

D. Vacancies

1. In the event of a vacancy for any reason, in the office of a Director, (with the exception of the University President and the University Chief Financial Officer or their designees) other than the President, the Board shall appoint a replacement by majority vote of the then current membership who shall hold office for the unexpired term.
2. In the event of a vacancy for any reason, in the office of the President, the Executive Vice President shall assume the office of President and the office of Executive Vice President shall be vacated.

VII. DIRECTORS (continued)

D. Vacancies (continued)

3. In the event of simultaneous vacancies in the offices of President and Executive Vice President, the following line of succession shall be observed, after which the resulting vacancies shall subsequently be filled according to 1. above:
 - a. Vice President of Finance;
 - b. Vice President of University Affairs;
 - c. Vice President of Academic Affairs;
 - d. Any other Director chosen by majority of the then current membership of the Board.
4. No Director may hold the offices of president, chair, vice chair, chief financial officer, or secretary simultaneously. A Director who currently holds one of these offices must lay down that office before filling a vacancy in another of these offices.

E. Removal of Directors

1. A Director who misses more than two consecutive regular meetings (unexcused) or more than three meetings, regular and/or special (unexcused), during their term of office, will be removed from office at the next regularly scheduled Board meeting. The Executive Vice President, in consultation with the President and Executive Director, will deem what constitutes an excused absence.
 - a. The Executive Director will notify the Executive Vice President when a director is removed because of meeting absences.
 - b. During the onset of new business at the next regularly scheduled Board meeting, the Executive Vice President shall submit emergency legislation to retain said director in their directorship.
 - c. If the Executive Vice President is the director in question, then the Vice Chair shall be responsible for presenting the emergency legislation.
 - d. Said Director shall not participate in the vote.
 - e. Said Director must receive a two-thirds (2/3) vote in support from the Board to continue their directorship.

VII. DIRECTORS (continued)

E. Removal of Directors (continued)

2. If a petition is submitted bearing the signatures of at least five (5) percent of the membership unit which elected a Director, calling for the removal of said Director, a referendum shall be held within thirty-five days. The office of said Director shall be vacated if a majority of those voting favor removal, and if the total number of votes cast in favor of removal is equal to or greater than the number by which the Director was elected.
3. Any director may be removed, with cause, by a two-thirds (2/3) vote of the directors holding office. Cause will include, but not be limited to:
 - a. Violation of the ASCSUS Bylaws;
 - b. Misrepresentation of their position and authority as granted by the Bylaws and action of the Board of Directors;
 - c. Action that jeopardizes ASCSUS corporate non-profit status and good standing;
 - d. Failure to meet responsibilities as established in the ASCSUS Operating Rules.

F. Limitation on Appointment of Directors

If a Director is removed by vote of the membership, such vacancy shall be filled by a vote of the membership.

G. Compensation and Reimbursements

1. Directors shall serve without salary. However, the Board may authorize payment of scholarships to any or all of its members and to any appointees who are subject to Board confirmation. Such authorization shall be subject to two-thirds (2/3) vote of then current membership of the Board and shall be subject to review by the Appellate Council. Announcement of intent to establish or change such scholarships and the findings of the Appellate Council shall be published in a campus newspaper of general circulation prior to initiation of payment.

VII. DIRECTORS (continued)

G. Compensation and Reimbursements (continued)

2. Directors and other offices and agents of the Associated Students may be compensated for expenses incurred in the conduct of official business in accord with regulations adopted by the Board. Such compensation shall be approved in advance and shall not exceed that which could be granted to CSUS employees under comparable circumstances.

VIII. ADVISORS

A. The following shall serve as advisors to the Board of Directors:

1. An appointee of the CSUS Faculty Senate;
2. The ASI Executive Director;
3. The ASI Director of Finance and Administration;
4. Such other Advisors as the Board may appoint or authorize by a two-thirds (2/3) vote;
5. Office of Governmental Affairs Director.

IX. ELECTIONS

A. Operating rules governing all elections, initiatives and referenda shall be adopted by the Board and shall be consistent with the following:

1. Directors shall be elected at general elections held during the Spring term;
2. The candidate receiving the highest number of votes for each office shall be elected;
3. Directors shall serve one year terms beginning with the transition event which shall be no less than seven (7), nor more than ten (10) calendar days after the University's official date that Spring Semester grades are due, but may continue to serve, if otherwise qualified, until replaced by election or appointment;
4. Directors shall file for candidacy no less than thirty (30) calendar days or no more than one hundred twenty (120) calendar days prior to the date of election;

IX. ELECTIONS (continued)

5. A valid election shall require that the total number of ballots cast in that election is equivalent to five (5) percent of the membership, or more;
 - a. A valid runoff election shall require that the total number of ballots cast in that election is equivalent to at least 50% of the number of students who voted on the ballot item which resulted in a tie. The runoff election must take place prior to the week before finals.
 6. Graduate students shall be eligible to vote for the Graduate representative or College representative(s), not both.
- B. An election may be called for any purpose authorized by law or these Bylaws by petition filed by five (5) percent of the membership, or more.

X. APPOINTIVE OFFICES

A. Qualifications

1. Candidates for and incumbents of all appointive student positions must, at the time of their appointment and throughout each Fall and Spring term, be enrolled at CSUS and must have and maintain a minimum 2.0 cumulative grade point average.
2. The student member of the Appellate Council must also present the following qualifications:
 - a. Be enrolled in CSUS and successfully complete a minimum of seven (7) semester credits during each Fall and Spring term serving;
 - b. Have completed at least one (1) semester at CSUS immediately prior to the term of appointment with a minimum 2.5 grade point average;
 - c. Have completed at least forty-five (45) semester credits recognized by CSUS prior to assuming office.

B. Authority to Appoint and Confirmation

The President shall make all appointments subject to confirmation by the Board.

X. APPOINTIVE OFFICES (continued)

C. Term of Service

Appointees shall serve for the term specified in their appointment, except that:

1. All appointments made prior to any general elections shall be subject to review and termination by the Board following such election.
2. Appointees may continue to serve whether their term has expired or been terminated until a successor is appointed or until the position has been eliminated.

XI. MEETINGS OF THE BOARD

A. Call of Meetings

Meetings of the Board may be called at any time with proper notice by the President or the Chair of the Board, or by a majority of the then current membership of the Board.

B. Frequency of Meetings

Regular meetings of the Board shall be held at least monthly according to a regular and well-publicized schedule. If meetings are not scheduled during the months of January, June, July and August, the Board shall appoint a Committee of Directors to carry out routine and necessary business and to act upon such other matters as the Board may specify in the appointment resolution. The Board may further limit the authority of said Committee.

C. Notice of Meetings

Every meeting of the Board shall be called and held in accordance with the California Education Code, Section 89920 et seq., or successor statutes applicable to meetings of governing bodies of auxiliary organizations of the California State University.

D. Quorums

A majority of the then current voting membership of the Board shall constitute a quorum of the transaction of business, except as otherwise provided in these Bylaws. A quorum shall exist if a majority of said membership is physically at the meetings.

XI. MEETINGS OF THE BOARD (continued)

E. Conduct of Meetings

1. Meetings shall be conducted in accordance with the then current edition of Robert's Rules of Order, except as provided in the Articles of Incorporation or these Bylaws.
2. Each Director shall have one (1) vote which shall not be cast by proxy, except that the Chair shall only vote in the event of tie.
3. All actions taken by the Board shall be by majority vote of those present and voting, except as otherwise provided in these Bylaws.

XII. INITIATIVES/REFERENDA

A. Recommended Change in Level of Membership Fee

1. A recommendation to increase or decrease the fee shall be proposed upon petition to the Board by five (5) percent of the membership, or upon affirmative vote by two-thirds (2/3) of the then current membership of the Board.
2. A majority of the membership voting shall be required to recommend a change in the fee.

B. Bylaws/Articles of Incorporation Amendments

1. Except as otherwise provided for in the Bylaws, amendments to Bylaws or to Articles of Incorporation shall be proposed to the student electorate upon petition to the Board by ten (10) percent of the number of students who voted in the previous ASI general Elections, or upon affirmative vote by two-thirds (2/3) of the then current membership of the Board.
2. A two-thirds (2/3) vote of those voting shall be required to amend.
3. Amendments shall become effective thirty (30) days following certification of the election unless another effective date is specified as a part of the amendment or an extension is required to obtain the University President's approval.

XII. INITIATIVES/REFERENDA (continued)

C. Timeline

1. Except as otherwise provided in these Bylaws, all initiatives/referenda shall be brought before the electorate no less than twenty-eight (28) calendar days and no more than fifty-six (56) calendar days after submission of the above-specified petition or Board vote, except that a longer period may elapse if the Board elects to place the matter on the general elections ballot.
2. Whether such vote shall be held in conjunction with the general election or by special election shall be determined by the Board, except that the membership may request that an election be held no less than thirty-five (35) calendar days and no more than ninety (90) calendar days after submission of the petition.
3. In no case shall an initiative/referenda be held during January, June, July or August.

XIII. CONFLICT RESOLUTION

A. Original Jurisdiction

The Board shall have original jurisdiction in all disputes, except those dealing with elections. In such cases, jurisdiction shall rest with an Elections Complaint Committee appointed by the Vice President for Student Affairs in consultation with the Associated Students President.

B. Appellate Council Appointment

1. The Council shall consist of:
 - a. Vice President for Student Affairs or designee;
 - b. A faculty member, appointed by CSUS Academic Senate;
 - c. Three students, appointed by the ASI President in consultation with the Vice President for Student Affairs or designee;
 - d. Composition of the Appellate Council shall be determined no later than March of each academic year, and resigning members replaced as needed through the year.
2. The Appellate Council may also review and comment on proposals for payment of scholarships to Directors.

XIII. CONFLICT RESOLUTION (continued)

C. Appellate Council Appointment (continued)

3. The Appellate Council shall establish and publish on the ASI website its own operating procedures when convened and shall have final authority within the Associated Students to resolve matters under its jurisdiction (with the exception of election appeals in which they will employ the Fair Hearing Plan).
4. The Appellate Council shall always meet in open session, except for deliberation.
5. The Appellate Council shall have jurisdiction over all Board and Election Complaint Committee decisions.
6. Any Board member, Election Complaint committee member, Appellate Council Member, or student with a petition of five percent (5%) of the Membership may order an Appellate Council review and ruling.
7. The Appellate Council may only overturn the original decision due to a violation of applicable rules or laws.

XIV. INDEMNIFICATION

The Associated Students shall defend any director, officer or employee of the Corporation to the extent permissible under the Corporations Code and other applicable law.

XV. INSURANCE

The Associated Students shall purchase indemnity bonds for all officers handling funds and may purchase other forms of insurance, including directors' and officers' liability insurance that are appropriate to the activities in which the Corporation is engaged.

XVI. RECORDS, REPORTS AND REVIEWS

A. Maintenance of Corporate Records and Inspection

The Associated Students shall keep in its principal office, the original copy of its Bylaws, as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by all directors, officers, employees and members of the Corporation during office hours. Directors, officers and members of the Corporation shall have the right to inspect all

XVI. RECORDS, REPORTS AND REVIEWS (continued)

A. Maintenance of Corporate Records and Inspection (continued)

books, records, documents and the physical properties of the Corporation, except that only Directors shall have the authority to inspect records involving matters of personnel and pending litigation or confidential settlement agreements. Such rights shall be subject to reasonable regulation with regard to time, place and manner and reasonable charges for copying or supervision where circumstances justify. All requests of information by the public will follow the guidelines as dictated by the McKee Transparency Act of 2011.

B. Annual Reports and Audits

The Corporation shall make available for public record at least one (1) annual report of corporate business affairs, including complete financial statements, funds managed by the Associated Students, and the results of operating for the fiscal year then ended, as well as such other reports and audits as may be required by law, or by Board of Trustee or University policy. It shall also publish in a campus newspaper of general circulation a notice of availability for inspection of such annual report.

XVII. PROHIBITION OF DISCRIMINATION

The Associated Students shall not discriminate on the basis of race, religion, creed, sex, handicap, age, citizenship, national origin, sexual orientation, gender identity, marital status or veteran status.

There shall be no written or implied form of discrimination in the bylaws, activities or agreements or agreements of any board, committee, subsidiary organization, affiliate group or agency of the Associated Students.

XVIII. AMENDMENT OF BYLAWS BY BOARD

Notwithstanding the provisions of these Bylaws, the Board may amend the Bylaws to remove inconsistencies and ambiguity, achieve consistency with applicable law or policy, correct obsolete terms, and for other non-substantive purposes (including, but not limited to, grammatical and title changes) which do not impact the rights of Directors or the membership.