

**BYLAWS OF
ASSOCIATED STUDENTS, INC.
CALIFORNIA STATE UNIVERSITY, EAST BAY**

A California Nonprofit Public Benefit Corporation

PREAMBLE:

We, the students of California State University, East Bay, in order to promote educational, social and cultural opportunities, to govern and finance student activities, to facilitate participation in the University community, do hereby adopt and establish these Bylaws.

ARTICLE I: NAME

The name of this corporation shall be Associated Students, Incorporated of California State University, East Bay, hereinafter Associated Students, Inc. or ASI.

ARTICLE II: RIGHT

Associated Students, Inc. shall have the right to self-govern. The authority for self-government is delegated to Associated Students, Inc. by the Articles of Incorporation (See Attached Articles of Incorporation) and by the President of California State University, East Bay. As such, Associated Students, Inc. is subject to the policies and guidelines of Title V, the regulations of the State of California, the California State University Board of Trustees, and California State University, East Bay (CSUEB) and all rights and protections therein.

ARTICLE III: PRINCIPAL OFFICES

The principal office for the transaction of the activities and affairs of Associated Students, Inc. is located in the Old University Union Room 314 at California State University, East Bay, 25800 Carlos Bee Boulevard, Hayward, California.

ARTICLE IV: PURPOSE

The purpose of this organization is:

- a) To serve as the official governing body of the students of CSUEB.
- b) To advance the causes of CSUEB students.
- c) To provide programs and services designed to meet the varied needs of CSUEB students.

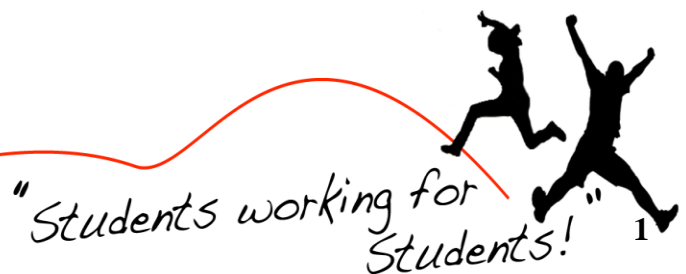
ARTICLE V: MEMBERSHIP

Section 1:

The types of membership shall be limited to active and honorary:

- a) Active membership in Associated Students, Inc. shall be granted to all students enrolled at CSUEB upon payment of Associated Students, Inc. membership fee.
- b) Honorary membership may be granted to any individual by a resolution of the Board of Directors (Chair, Executive Officers, Directors, and Senators of the Academic Colleges) passed by a majority (50%+1) vote.

Section 2:



Active members shall have the following rights:

- a) Vote in Associated Students, Inc. elections for adoption of Bylaws, election of Directors, and advisory votes (vote by proxy is not permitted);
- b) Hold office in Associated Students, Inc.
- c) Hold committee membership;
- d) Admission to and participation in all activities sponsored in whole or in part by the Associated Students, Inc. subject to conditions as may be established by the Associated Students, Inc.;
- e) Petition the Associated Students, Inc. Board of Directors (Chair, Executive Officers, Directors, and Senators of the Academic Colleges) and appear before it.

Section 3:

Honorary members shall have the following rights:

- a) Admission to all activities sponsored in whole or in part by Associated Students, Inc. at student rates, subject to conditions as may be established by the Associated Students, Inc.;
- b) Petition the Associated Students, Inc. Board of Directors (Chair, Executive Officers, Directors, and Senators of the Academic Colleges) and appear before it.


Section 4:

Membership in the Associated Students, Inc. is granted on an individual basis, and is nontransferable.

ARTICLE VI: EXECUTIVE OFFICERS/DIRECTORS/SENATORS OF THE CORPORATION:

Section 1:

- a) The corporate powers, business and affairs of Associated Students, Inc. shall be exercised, controlled, and conducted by the Board of Directors (Chair, Executive Officers, Directors, and Senators of the Academic Colleges). The authorized number of the Chair of the Corporation, Executive Officers, Directors and Senators shall be composed of twenty- five (25) people.
- b) Chair of the Corporation
 - i. Chair (1)
- c) Executive Officers of the Corporation
 - i. President – Chief Executive Officer (CEO) (1)
 - ii. Executive Vice President – Chief of Staff (1)
 - iii. Vice President of Finance – Chief Financial Officer (CFO) (1)
 - iv. Vice President of Communications (1)
 - v. Vice President of University Affairs (1)
- d) Directors of the Corporation
 - i. Director of Legislative Affairs (1)
 - ii. Director of Programming Council (1)
 - iii. Director of Sustainability Affairs (1)
 - iv. Director of Concord Campus (1)



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- v. Director of Wellness (1)

- e) Senators of the Academic Colleges
Four regularly enrolled student representatives elected from each Academic College including:
 - i. Senator of College of Business & Economics (1)
 - ii. Senator of College of Education & Allied Studies (1)
 - iii. Senator of College of Letters, Arts, & Social Sciences (1)
 - iv. Senator of College of Science (1)In order to qualify, a student must be majoring in a course of student within the respective college.

- f) Senators of the ASI Senate
 - i. Senator of Diversity (1)
 - ii. Senator of International Students (1)
 - iii. Senator of Transfer Students (1)
 - iv. Senator of Commuter Students (1)
 - v. Senator-at-Large (1)
 - vi. Senator of Greek Life (1) Effective Fall 2018
 - vii. Senator of Alumni Relations (1) Effective Fall 2018
 - viii. Senator of Residence Life (1) Effective Fall 2018
 - ix. Senator of Athletics (1) Effective Fall 2018
 - x. Senator of Online Students (1) Effective Fall 2018

- g) Each Executive Officer/Director/Senator shall perform the duties of an Executive Officer/Director/Senator, including duties as a member of any committee of the Board of Directors (Chair, Executive Officers, Directors, and Senators of the Academic Colleges) on which an Executive Officer/Director/Senator may serve, in good faith, in a manner believed to be in the best interests of Associated Students, Inc. and its members and with the care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

- h) In performing such duties, each Executive Officer/Director/Senator shall be entitled, so long as the Executive Officer/Director/Senator acts in good faith after reasonable inquiry when the need for it is indicated by the circumstances and without knowledge that would cause the reliance to be unwarranted, to rely on information, opinion, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:
 - i. One or more officers or employees of Associated Students, Inc. whom the Director believes to be reliable and competent in the matters presented;
 - ii. Counsel to Associated Students, Inc., independent accountants, or other persons as to matters that the Director believes to be within the person's professional or expert competence; and
 - iii. A Committee of the Board of Directors (Chair, Executive Officers, Directors, and Senators of the Academic Colleges) on which the Director does not serve, as to matters within the designated authority of such Committee, which Committee the Director believes to merit confidence.
 - iv. A director who performs the duties in accordance with Section 1(d) and (e) shall have no liability.

Section 2:

All positions on the Board of Directors (Chair, Executive Officers, Directors, and Senators of the Academic Colleges) shall be elected annually by a vote of the membership of ASI, in conference with the Nonprofit Public Benefit Corporation Law of the State of California, in an election to be held each spring term. The Senators of the ASI Senate shall be recommended by the Personnel Committee and appointed by the Board of Directors (Chair, Executive Officers, Directors, and Senators of the Academic Colleges). The Chair of the Board shall be appointed by the ASI President/CEO and confirmed by a 2/3 vote of the Board of Directors (Chair, Executive Officers, Directors, and Senators of the Academic Colleges) at the transition meeting. Board of Directors (Chair, Executive Officers, Directors, and Senators of the Academic Colleges) shall serve for a one (1) year term of office, commencing at


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12:00 p.m. (Noon) the last day of May and ending at 12:00 p.m. (Noon) the last day of May of the following spring term. A transition meeting will take place the last regular Board meeting of the year between exiting Board members and newly elected Board members. The first official annual meeting of the Board of Directors shall occur on or after July 1st, the beginning of the fiscal year of CSUEB.

Section 3:

- a) Associated Students, Inc. shall affirm itself as an organization that serves as the official governing body of the students of CSUEB; advance the cause of CSUEB students; and provide programs and services designed to meet the varied needs of CSUEB students. The Associated Students, Inc. shall also affirm through the oath of office of ASI, the support of its governing documents, and execute the duties of office.
- b) The oath of office shall state as follows: "I (full name), as duly elected (officer/representative) of Associated Students, Incorporated of California State University East Bay, do swear that I will faithfully fulfill the duties of this office as provided by the established Bylaws. I will strive to establish representative government, maintain academic freedom, and defend student rights. I will work toward the strengthening of the cooperation between the Associated Students, Incorporated Board of Directors (Chair, Executive Officers, Directors, and Senators of the Academic Colleges) and the Administration, and work toward bettering my leadership qualities and scholastic standards. With these thoughts in mind, I shall set as my final goal the betterment of California State University East Bay Associated Students Incorporated; I so affirm."
- c) The Oath shall be administered to the succeeding ASI President by the retiring ASI President. After the new ASI President is sworn in, s/he shall then administer the Oath to the newly elected officials (i.e. representatives, officers).

Section 4:

There shall be one (1) voting advisory member of the Board of Directors (Chair, Executive Officers, Directors, and Senators of the Academic Colleges) and one (1) corporate advisor as follows:

- a) University President or a designee (1)
- b) ASI Executive Director (1) – The ASI Director shall act as the official advisory to the Board of Directors but not sit on the board.

Section 5:

- a) A vacancy or vacancies on the Board of Directors (Chair, Executive Officers, Directors, and Senators of the Academic Colleges) shall exist on the occurrence of any of the following:
 - i. The failure of the membership to elect the required number of Directors at an election held for such purpose
 - ii. The resignation, death, or disqualification due to enrollment, GPA or University "good standing" requirements of any Board Member
 - iii. The declaration by resolution of the Board of Directors (Chair, Executive Officers, Directors, and Senators of the Academic Colleges) of a vacancy in the office of a member who has been declared of unsound mind by an order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty under Article 3 of Chapter 2 of the Nonprofit Law
 - iv. Removal of the member due to failure to attend meetings as described in Article XI, Section 2
 - v. An increase in the number of authorized Directors
- b) In the event of a vacancy on the Board of Directors (Chair, Executive Officers, Directors, and Senators of the Academic Colleges), occurring for any reason, including the removal of a Director by the Board of Directors (Chair, Executive Officers, Directors, and Senators of the Academic Colleges), or by the membership, such vacancy shall be filled by a majority vote of the Directors then in office, or by the appointment of a sole remaining Director. Appointments shall be


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made in accordance with the Bylaws, through the Personnel Committee's Interview process and shall be for the remainder of the term. Any vacancy not filled by a vote of the membership shall be filled by the Board of Directors.

- c) Except as provided in Section 5(a), any Director and/or Senator may resign by giving written notice to the ASI President or the Board of Directors. The resignation shall be effective when written notice is given unless the written notice specifies a later date for the resignation to become effective.

Section 6:

Duties and Responsibilities of The Chair, Officers, Directors, & Senators

Along with any specifics contained herein, Chair/Officers/Directors/Senators shall be required to adhere to the ASI Board of Directors Administrative Code guidelines and regulations which outlines processes, policies, and procedures for the conduct of business by the ASI.

a) Chair of the Board:

- i. Shall serve as the chair of the Board of Directors.
- ii. Shall be a non-voting member of the Board of Directors, unless his/her vote is needed to break a tie.
- iii. Shall oversee the Board of Director's Agenda and meet with the Executive Committee to discuss the agenda.
- iv. To be responsible for the proper enforcement of these Bylaws with assistance of the President/CEO.
- v. The Chair shall be responsible for the preparation of all legislation in the proper form after the Board has taken final action and shall present all legislation to the President/CEO no more than five (5) business days after the meeting in which the final action was taken. This section shall not apply in the event that the business is carried over to the next regular meeting.
- vi. Shall follow Robert's Rules of Order and train the entire Board of Directors and Senate.
- vii. Shall serve as an ex-officio member to the ASI Senate and Executive Committee.
- viii. Refer to Administration Manual for more duties and responsibilities.

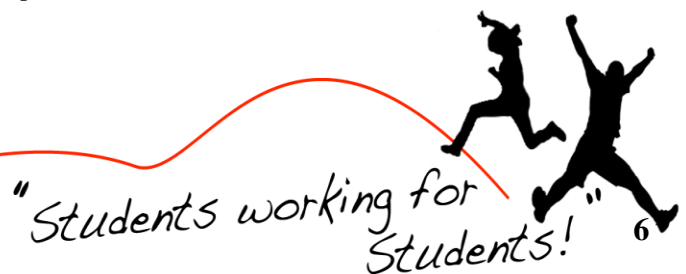
b) President/CEO:

- i. Shall serve as a voting member of the Campus Fee Advisory Committee.
- ii. Shall have veto power within 72 hours or 3 consecutive business days on all Board of Directors (Chair, Executive Officers, Directors, and Senators of the Academic Colleges) decisions with a two-thirds majority of the Board of Directors (Chair, Executive Officers, Directors, and Senators of the Academic Colleges) needed to overrule a veto. The Board of Directors shall reinstate any vetoed item upon an affirmative vote of two thirds (2/3) of the Board of Directors, but must do so immediately following the veto; the President/ CEO may not vote in such an action.
- iii. Shall preside as Chair at all Executive Committee meetings, and shall be a voting member of said committee.
- iv. Shall serve as a California State Student Association (CSSA) representative.
- v. Shall cosign, with the Vice President of Finance and the Executive Director, the financial statements for ASI.
- vi. Shall have the authority to and shall discharge the duties ordinarily conferred upon and discharged by the president/chairperson of a corporation until such time as the Board of Directors (Chair, Executive Officers, Directors, and Senators of the Academic Colleges) shall limit, enlarge, or otherwise prescribe the authority and duties of the officer.
- vii. Shall preside as Vice Chair at all Board of Directors (Chair, Executive Officers, Directors, and Senators of the Academic Colleges) meetings, and be a voting member.
- viii. Shall be the official student representative to the University and serve on University Committees.

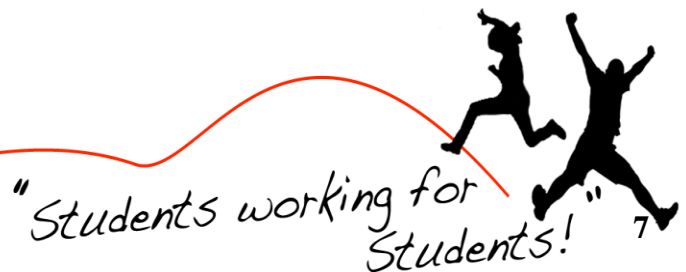


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- ix. Refer to Administration Manual for more duties and responsibilities.
- c) Executive Vice President/Chief of Staff:
 - i. Shall assume the duties of the President in the absence of the President.
 - ii. Shall preside as Chair of the Personnel Committee, and shall be a voting member of said committee.
 - iii. Shall be responsible for presenting all minutes for approval and being the official archivist of all documentation of actions by the board.
 - iv. Shall aid in the orientation of appointed student representatives on ASI standing committees and the Board of Directors (Chair, Executive Officers, Directors, and Senators of the Academic Colleges).
 - v. Shall organize and track committee seating assignments and delegate students to serve on the committees.
 - vi. Shall oversee the duties and responsibilities of each Board of Director (Chair, Executive Officers, Directors, and Senators of the Academic Colleges).
 - ix. Shall Vice Chair the BOD meetings in the absence of the President/CEO.
 - x. Refer to Administration Manual for more duties and responsibilities.
- d) Vice President of Finance/CFO:
 - i. Shall assume the duties of the President in the absence of the President, and the Executive Vice President.
 - ii. Shall serve as Chair of the Finance Committee.
 - iii. Shall serve as a voting member of the Campus Fee Advisory Committee.
 - iv. Shall cosign, with the President and the Executive Director, the financial statements for ASI.
 - v. Shall have the authority to and shall discharge the duties ordinarily conferred upon and discharged by the Treasurer until such time as the Board of Directors (Chair, Executive Officers, Directors, and Senators of the Academic Colleges) shall limit, enlarge, or otherwise prescribe the authority and duties of the office.
 - vi. Shall review and prepare the organization's budget.
 - xi. Shall review club funding request forms submitted by campus clubs and organizations.
 - xii. Refer to Administration Manual for more duties and responsibilities.
- e) Vice President of Communications:
 - i. Shall keep the Board of Directors (Chair, Executive Officers, Directors, and Senators of the Academic Colleges) informed of all student activities presented and sponsored by the ASI.
 - ii. Shall chair the Internal Affairs Committee.
 - iii. Shall ensure internal organization and scrutiny through creation and effective implementation of ASI policies and shall ensure transparency of all ASI proceedings.
 - iv. Shall insure internal organizational scrutiny through creation and effective implementation of ASI policies.
 - v. Shall have the authority to and shall discharge the duties ordinarily conferred upon and discharged by the Treasurer until such time as the Board of Directors (Chair, Executive Officers, Directors, and Senators of the Academic Colleges) shall limit, enlarge, or otherwise prescribe the authority and duties of the office.
 - vi. Shall ensure the positive perception of the Associated Students, Inc. through the coordination, communication, and dissemination of information.
 - xiii. Shall maintain any social and digital media sites that ASI participates in.
 - xiv. Refer to Administration Manual for more duties and responsibilities.



- f) Vice President of University Affairs:
- i. Shall keep the Board of Directors informed of all issues that affect the student population.
 - ii. Shall establish a continuous method for the public to address their concerns to the Board of Directors.
 - iii. Shall chair the External Affairs Committee.
 - iv. Shall work closely with the Chairs of Legislative Affairs and Lobby Corps committee on all Legislative matters
 - v. Shall serve as a CSSA representative.
 - vi. Shall have the authority to and shall discharge the duties ordinarily conferred upon and discharged by the Treasurer until such time as the Board of Directors shall limit, enlarge, or otherwise prescribe the authority and duties of the office.
 - vii. Shall work in coordination of the Senators of Academic Colleges and the ASI Senate of the Corporation to ensure the Board is informed on all Academic Senate policies, procedures, and any issues that involve curriculum, general education, continuing education and academic advising.
 - viii. Shall serve as Chair of the ASI Senate.
 - ix. Refer to Administration Manual for more duties and responsibilities.
- f) Director of Legislative Affairs:
- i. Shall chair the Legislative Affairs and Lobby Corps Committees.
 - ii. Shall research, monitor, interpret, evaluate, and create reports on all local, state, and federal legislation or policy that affects the CSU system and CSUEB students.
 - iii. Shall present legislation, policy and lobby reports to the Executive Committee, the Board of Directors (Chair, Executive Officers, Directors, and Senators of the Academic Colleges), and Legislative and Lobby Corps Committees.
 - iv. Shall lobby on behalf of CSUEB students at the local, state, and federal level.
 - v. Shall work closely with the Vice President of University Affairs on legislative and lobby matters.
 - vi. Shall serve as a representative to CSSA.
 - vii. Refer to Administration Manual for more duties and responsibilities.
- g) Director of Programming Council:
- i. Shall represent students' concerns in matters pertaining to ASI and University programming and convey reports back to the Board of Directors (Chair, Executive Officers, Directors, and Senators of the Academic Colleges), and, when necessary, further investigate these matters.
 - ii. Shall determine policy and direction for the ASI and University Union programs with final approval for such by the full Board of Directors (Chair, Executive Officers, Directors, and Senators of the Academic Colleges) of the ASI
 - iii. Shall chair committee meetings for the Programming Council, as outlined within these Bylaws.
 - iv. Shall establish programming events that will benefit and educate the CSUEB students.
 - v. Refer to Administration Manual for more duties and responsibilities.
- h) Director of Sustainability Affairs:
- i. Shall ensure active participation in environmental and sustainability affairs on campus.
 - ii. Shall chair the Sustainability Affairs Committee.



- iii. Shall serve as a student member for the Green Hayward Alliance.
 - iv. Shall report to the Board of Directors (Chair, Executive Officers, Directors, and Senators of the Academic Colleges) on any issues/concerns pertaining to sustainability efforts or issues that affect the CSUEB students.
 - v. Refer to Administration Manual for more duties and responsibilities.
- i) Director of Concord Campus:
- i. Shall represent students' concerns in matters pertaining to the Concord Campus Program and facilities and convey reports back to the Board of Directors, and, when necessary, further investigate these matters.
 - ii. Shall determine policy and direction for the Concord Campus program with final approval for such by the full Board of Directors of the ASI
 - iii. Shall chair ASI committee meetings for the Concord Campus as outlined within these bylaws.
 - iv. Refer to Administration Manual for more duties and responsibilities.
- j) Director of Wellness:
- i. Shall represent students' concerns in matters pertaining to the ASI and (Recreation and) Wellness Program and convey reports back to the Board of Directors, and, when necessary, further investigate these matters.
 - ii. Shall determine policy and direction for the Wellness program with final approval for such by the full Board of Directors of the ASI
 - iii. Shall vice-chair the ASI Programming Council meeting, as outlined within these Bylaws.
 - iv. Refer to Administration Manual for more duties and responsibilities.
- k) Senators of Academic Colleges:
- i. Shall represent students' concerns in matters pertaining to their colleges and convey reports back to the Board of Directors (Chair, Executive Officers, Directors, and Senators of the Academic Colleges), and, when necessary, further investigate these matters.
 - ii. Shall serve as academic senator and attend the academic senate meetings.
 - iii. Shall serve as voting members of the University Affairs Committee, and ASI Senate.
 - iv. Shall table outside of their respective colleges in regards to the External Affairs 2014-15 Tabling Policy.
 - v. Refer to Administration Manual for more duties and responsibilities.
- l) Senators of the ASI Senate:
- i. Senator of Diversity:
 - 1. Shall represent students' concerns in matters pertaining to diversity throughout the California State University, East Bay.
 - 2. Shall serve as a voting member on the ASI Senate.
 - 3. Shall work closely with the University Diversity Officer and the Diversity Center.
 - 4. Shall report and work closely to the Vice President of University Affairs.
 - ii. Senator of International Students:
 - 1. Shall represent students' concerns in matters pertaining to all international students.
 - 2. Shall serve as a voting member on the ASI Senate.
 - 3. Shall work closely with the International Admission Office.
 - 4. Shall report and work closely with the Vice President of University Affairs.

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5. Shall communicate with clubs and organizations that are affiliated with a multi-international background.
- iii. Senator of Transfer Students:
 1. Shall represent students' concerns in matters pertaining to all transfer students.
 2. Shall serve as a voting member on the ASI Senate.
 3. Shall work closely with Smooth Transitions, & Academic Advising and Career Education (AACE).
 4. Shall report and work closely with the Vice President of University Affairs.
 5. Shall communicate with local community colleges.
- iv. Senator of Commuter Students:
 1. Shall represent students' concerns in public matters pertaining to all commuter students, such as students who use public transportation (BART, AC Transit and CSUEB Shuttle).
 2. Shall serve as a voting member on the ASI Senate.
 3. Shall work closely with the Office of Student Affairs & Office of Student Life and Leadership.
 4. Shall report and work closely with the Vice President of University Affairs.
 5. Shall sit on all committees pertaining to commuter students.
- v. Senator of Greek Life:
 1. Shall represent students' concerns in matters pertaining to Greek Life.
 2. Shall serve as a voting member on the ASI Senate.
 3. Shall report and work closely with the Vice President of University Affairs.
 4. Shall communicate with Greek Council and attend Greek Council Meetings.
 5. Shall work with the Greek Life Advisor.
- vi. Senator of Residence Life:
 1. Shall represent students' concerns in matters pertaining to Housing.
 2. Shall serve as a voting member on the ASI Senate.
 3. Shall report and work closely with the Vice President of University Affairs.
 4. Shall communicate with Residence Life, Pioneer Heights, Resident Housing Association and Area Council Members.
 5. Shall attend the Area Council and RHA meetings.
- vii. Senator of Athletics:
 1. Shall represent students' concerns in matters pertaining to Athletics.
 2. Shall serve as a voting member on the ASI Senate.
 3. Shall report and work closely with the Vice President of University Affairs.
 4. Shall communicate with a Staff/Admin. from the Athletics Department.
 5. Shall encourage students to attend all Athletic Sporting Events.
- viii. Senator of Online Students:
 1. Shall represent students' concerns in matters pertaining to Online Education.
 2. Shall serve as a voting member on the ASI Senate.
 3. Shall report and work closely with the Vice President of University Affairs.
 4. Shall communicate with the Office of the Online Campus.
- ix. Senator of Alumni Relations:
 1. Shall represent students' concerns in matters pertaining to CSUEB Alumni.
 2. Shall serve as a voting member on the ASI Senate.



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3. Shall report and work closely with the Vice President of University Affairs.
 4. Shall communicate with the Alumni Association.
 5. Shall serve as a member of the Alumni Association Board.
- x. Senator-at-Large:
1. Shall represent students' concerns in matters pertaining to all issues that affect their daily lives.
 2. Shall serve as a voting member on the ASI Senate.
 3. Shall report and work closely with the Vice President of University Affairs.
 4. Shall communicate with all other Senators, Senators of Academic Colleges and their constituents.

Section 7:

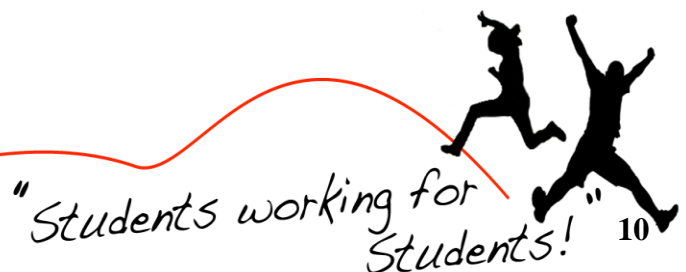
- a) The Chair, Executive Officers, Directors, Senators of the Academic Colleges and ASI Senate are eligible to receive a scholarship stipend throughout their term of office.
- b) The Board of Directors (Chair, Executive Officers, Directors, and Senators of the Academic Colleges), as recommended by the Executive Committee, shall determine the amount, requirements, criteria and eligibility of remuneration prior to the last meeting of the ASI Board of Directors (Chair, Executive Officers, Directors, and Senators of the Academic Colleges) to be instated for the incoming Board of Directors (Chair, Executive Officers, Directors, and Senators of the Academic Colleges).
- c) All stipend recipients shall adhere to and abide by State, Federal and University financial requirements. The President and the Executive Director may freeze any stipend of the Chair, Director, or Executive Officer or Senator of the Board or Senate in the event any above stated requirements are violated.

Section 8:

The Board of Directors (Chair, Executive Officers, Directors, and Senators of the Academic Colleges) shall have the power and duty:

- a) To govern the operation of ASI and to approve policies and procedures consistent with the Articles of Incorporation, these Bylaws, the laws of the State of California, and/ or the policies of the California State University and California State University, East Bay.
- b) To maintain and follow the ASI Administrative Code which outlines the policies, procedures, and processes under which the ASI Board Members, ASI Staff, and ASI Committees must operate.
- c) To incur indebtedness and set a schedule of charges for the conduct of business, the terms and amount of which shall be entered in the minutes of the Board of Directors.
- d) To oversee and provide for the general direction of all Officers, agents and employees, and see that their duties are properly performed;
- e) To appoint and remove agents (e.g.: attorney, etc.), special committees; and employees based upon recommendation of the Finance or Personnel Committees; and fix their duties as may be deemed advisable;
- f) To provide for the transcription of a complete record and minutes of all their acts and proceedings and the proceedings of Associated Students, Inc.;
- g) To prepare, amend and present the annual budget of Associated Students, Inc. to the President of the University;
- h) To provide for an Elections Code by which General and Special elections are to be called and conducted;
- i) To provide for Committee Codes for all standing, regular and ad-hoc committees,
- j) To do such other acts as may be authorized by law.

ARTICLE VII: ELECTIONS



Section 1:

- a) The elections of the Associated Students Board of Directors (Executive Officers, Directors, and Senators of the Academic Colleges) will occur no later than the 3rd week of the spring quarter, unless otherwise approved by the current ASI Board of Directors (Chair, Executive Officers, Directors, and Senators of the Academic Colleges) currently in office.
- b) No student shall run or hold more than one Associated Students office, excluding committee membership, during the entire tenure of office.
- c) Newly elected officers shall assume their office at Noon on the last day of May.

ARTICLE VIII: MEETING AND VOTING OF DIRECTORS

Section 1:

- a) An Annual Board Meeting shall be held once a year concurrently with a Regular Board Meeting and its agenda shall include fiscal and legal affairs of Associated Students, Inc.
- b) Regular Board Meetings shall be held at least during each academic quarter, when classes are in session.
- c) Special board meetings may be called as needed by the Chair or upon a request of one-half of the members of the Board of Directors (Chair, Executive Officers, Directors, and Senators of the Academic Colleges).

Section 2:

- a) Written notice of every Regular Board or Committee meeting shall be given to each member at least seventy two (72) hours before each meeting and to any individual or medium that has filed a written request for notice. Any request for notice filed pursuant to this section shall be valid for one (1) year from the date on which it is filed;
- b) An Agenda listing the matters to be considered at each meeting shall be included in the notice for the meeting;
- c) Notwithstanding anything in this Section to the contrary, the Chair may call a special meeting of the Board of Directors (Chair, Executive Officers, Directors, and Senators of the Academic Colleges) or a Committee Chair, a meeting of their committee, by delivering, personally or by email written notice to each member of the Board of Directors (Chair, Executive Officers, Directors, and Senators of the Academic Colleges) or Committee, as applicable and to any medium or other party to be directly affected by a meeting, or any other person who has requested notice in writing. The call and notice of a special meeting shall be delivered at least twenty four (24) hours prior to any meeting and shall specify the time and place of the special meeting and the business to be transacted. No other business shall be considered at these special meetings by the governing board or committees.

Section 3:

All meetings of the Board shall be open and public, and all persons shall be permitted to attend any meeting of the Board of Directors. The Board of Directors may hold closed sessions during any meeting of the Board of Directors to consider those matters relating to litigation, collective bargaining, or the appointment, employment, evaluation of performance, or dismissal of an employee, or hear complaints, or charges brought against an employee by another person or employee, unless the employee requests a public hearing. The Board of Directors or a standing, regular or ad hoc committee, upon a favorable majority vote of its members, may also hold a closed session to discuss investments where a public discussion could have a negative impact on the Associated Students, Inc.'s financial situation. In this case, a final decision shall only be made during public sessions.

Section 4:

A majority of the authorized number of Directors shall constitute a quorum and is necessary for the transaction of business, except as may be otherwise specifically provided by statute or these Bylaws. In the event of a vacancy on the Board of



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Directors (Chair, Executive Officers, Directors, and Senators of the Academic Colleges), quorum shall be established at (50%+ 1).

Section 5:

The meetings of Associated Students, Inc. shall be conducted according to the parliamentary rules of procedure specified in Robert's Rules of Order, latest Edition.

Section 6:

Each officer shall have one (1) vote, except the President who may only vote in the case of a tie vote of the Board of Directors.

Section 7:

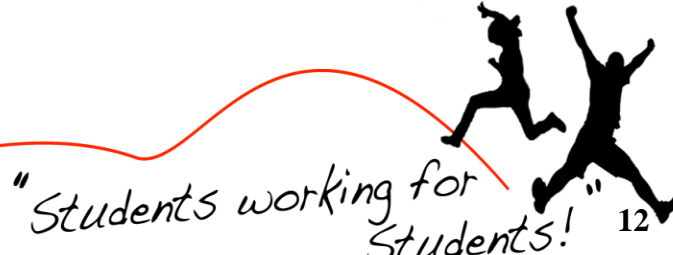
During the Summer Quarter only, Executive Officers and/or Directors who are present and/or currently and actively participating on behalf of the Associated Students, Inc. shall receive a stipend and shall be able to make transactions of business. The President and the Executive Director shall have sole and absolute discretion in making this determination.

ARTICLE IX: COMMITTEES

Section 1:

- a) There will be twelve (12) standing committees, one (1) regular committee, and two (2) ad hoc committees of the Board of Directors (Chair, Executive Officers, Directors, and Senators of the Academic Colleges)
 - i. Executive Committee
 - ii. Personnel Committee
 - iii. Audit Committee
 - iv. Finance Committee
 - v. Communications Committee
 - vi. University Affairs Committee
 - vii. Programming Council Committee
 - viii. Legislative Affairs Committee
 - ix. Sustainability Affairs Committee
 - x. Concord Campus committee
 - xi. Lobby Corps Committee
 - xii. ASI Senate Committee
 - xiii. Elections Committee (regular committee)
 - xiv. Student Quarter to Semester Committee (ad hoc)
 - xv. College of Letters, Arts, and Social Sciences Committee (ad hoc)

- b) The Board of Directors (Chair, Executive Officers, Directors, and Senators of the Academic Colleges), by resolution adopted by a majority of the authorized number of Directors may designate one or more ad hoc committees, each consisting of at least one (1) Director, to serve at the pleasure of the Board of Directors (Chair, Executive Officers, Directors, and Senators of the Academic Colleges). The Board of Directors (Chair, Executive Officers, Directors, and Senators of the Academic Colleges) may designate one or more Directors as alternate members of an ad hoc committee, who may replace any absent member at any meeting of such ad hoc committee. The appointment of members or alternate members of an ad hoc committee shall require the vote of a majority of the authorized number of Directors.



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- c) The membership on committees shall be established and clearly stated in the ASI Administrative Code and said committees must operate under the guidelines established in the ASI Administrative Code

Section 2:

The Board of Directors shall have the authority to establish such regular committees as may be necessary. Regular committees shall be established, or renewed, annually by resolution of the Board of Directors. Regular Committees are formed to assist the Board of Directors in the governance of the corporation with respect to activities, which may merit the Board of Director's ongoing attention. The Board of Directors shall define membership of each regular committee. The President of the Board of Directors shall appoint the chairperson of each regular committee outside the Elections Committee. As per all other ASI committees, there must be an approved Committee Code (included in the ASI Administrative Code) prior to the commencement of committee business. Quorum (50%+1) must be present at all meetings of the committee.

Section 3:

The Board of Directors shall have the authority to establish such Ad Hoc committees as may be necessary. All meetings of the ad hoc committees shall be conducted in accordance with the provision of the California Nonprofit Public Benefit Corporation Law. The Board of Directors shall define membership of each ad hoc committee. The President of the Board of Directors shall appoint the chairperson of each ad hoc committee. As per all other ASI committees and University Wide Committees, there must be an approved Committee Code prior to the commencement of committee business. Quorum (50%+1) must be present at all meetings of the committee.

Section 4:

Appointments of at-large students to serve on all ASI committees and university wide committees are subject to approval of the Board of Directors (Chair, Executive Officers, Directors, and Senators of the Academic Colleges) from recommendations forwarded by the Personnel Committee's interview process. All appointed at-large members must meet all the same eligibility requirements for serving on ASI as elected or appointed Board members.

Section 5:

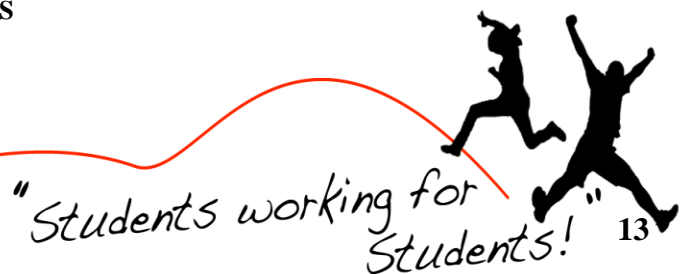
The Board of Directors (Chair, Executive Officers, Directors, and Senators of the Academic Colleges) may from time to time establish one or more Advisory Committees to the Board of Directors (Chair, Executive Officers, Directors, and Senators of the Academic Colleges) comprised of no more than 5 members. The members of any Advisory Committee may consist of directors or nondirectors. Advisory committees shall not exercise the authority of the Board to make decisions on behalf of Associated Students Inc., but shall be limited to making recommendations to the Board of Directors (Chair, Executive Officers, Directors, and Senators of the Academic Colleges) or its authorized representatives and to implementing decisions and policies of the Board of Directors (Chair, Executive Officers, Directors, and Senators of the Academic Colleges). Advisory Committees shall at all times be subject to the supervision and control of the Board of Directors (Chair, Executive Officers, Directors, and Senators of the Academic Colleges).

In addition to the advising performed by the executive Director, there shall be one (1) standing advisory committee with non-voting members as follows:

Campus Advisory Committee

- a) Faculty representative appointed by the Academic Senate or a proxy that is appointed by the advisory member (1)
- b) Director of Student Life or designee or a proxy that is appointed by the advisory member (1)
- c) Alumni Association Liaison or a proxy that is appointed by the advisory member (1)
- d) Athletics Liaison or a proxy that is appointed by the advisory member (1)
- e) University Housing Liaison or a proxy that is appointed by the advisory member (1)

ARTICLE X: RATIFICATION AND AMENDMENT OF BYLAWS



Section 1:

These Bylaws shall be initially ratified by the affirmative vote of a majority (50%+1) of those votes cast in an election open to the membership of Associated Students, Inc.

Section 2:

The Board of Directors (Chair, Executive Officers, Directors, and Senators of the Academic Colleges) may approve Bylaw changes and forward said changes to an election of the membership with a majority (50% +1) vote.

Section 3:

Upon presentation to the Board of Directors (Chair, Executive Officers, Directors, and Senators of the Academic Colleges) a petition containing the names, net-ids and signatures of not less than five hundred (500) active members of the corporation, the Board of Directors (Chair, Executive Officers, Directors, and Senators of the Academic Colleges) shall, within sixty (60) days, convene an election for the purposes of considering the proposed amendment specified by the petition. Amendments to these Bylaws shall be ratified by the affirmative vote of a majority (50%+1) of those votes cast in an election open to the membership of the corporation.

Section 4:

The Board of Directors (Chair, Executive Officers, Directors, and Senators of the Academic Colleges) may, in order to bring these Bylaws into conformance with any future changes with the California Nonprofit Public Benefit Corporation Law, the appropriate sections of these Bylaws may be repealed or amended, or new section(s) adopted at a meeting of the Board of Directors (Chair, Executive Officers, Directors, and Senators of the Academic Colleges) by the affirmative vote of two-thirds (2/3) of those present at a meeting at which a quorum shall be present if notice of all proposed amendments, repeals or substitution of appropriate section(s) of the new Bylaws shall have been given to each member in the manner prescribed for the holding of Regular or Special Meeting.

ARTICLE XI: RECALL AND REMOVAL OF DIRECTORS, SENATORS & CHAIR

Section 1:

Upon presentation to the Board of Directors (Chair, Executive Officers, Directors, and Senators of the Academic Colleges) a petition containing the names, student ID numbers and signatures of five percent (5%), but not less than two hundred fifty (250), nor more than five hundred (500), of the active membership of the corporation, the Board of Directors (Chair, Executive Officers, Directors, and Senators of the Academic Colleges) shall, within sixty (60) days, convene an election, for the purpose of considering the recall of any member of the Board of Directors (Chair, Executive Officers, Directors, and Senators of the Academic Colleges) as specified by the petition. Directors shall be recalled by an affirmative vote of two-thirds (2/3) of those votes cast in an election open to the membership of the corporation. Removal of the Chair/Senator shall occur by a two-thirds vote of the ASI Board of Directors or in the event that the Chair/Senator loses his or her position. In the event the Chair/Senator should resign, a written notice of his or her resignation shall be submitted to the ASI President and to the ASI Board of Directors.

Section 2:

Members of the Board may be removed from office, or at-large appointments from committees, for cause by a three-fourths (3/4) majority vote of the Board of Directors (Chair, Executive Officers, Directors, and Senators of the Academic Colleges). Notice of such action for removal must be given at least one (1) week prior to the meeting when such action is to occur. Cause can be, but is not limited to, a Director missing two consecutive Board of Directors (Chair, Executive Officers, Directors, and Senators of the Academic Colleges) and/or standing, regular or ad-hoc committee meetings. ASI Standing Committee members may also be recalled from their position by a three-fourths (3/4) majority vote of the membership of such committee. Cause for removal includes, but is not limited to, a member who misses two consecutive committee meetings. If a Board or Committee member misses a meeting due to extenuating circumstances (i.e. family emergency, illness, academic schedule, other ASI Business), it shall


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be reviewed by the Executive Director and Executive Officers. Upon approval by the Personnel Committee, absence of this type may be considered excused and will not affect membership on the Board or Committee.

Section 3:

- a) Board of Directors (Chair, Executive Officers, Directors, and Senators of the Academic Colleges) and ASI Committee members must be regularly enrolled at CSUEB during their entire tenure and must earn at least 9 units of credit per quarter for undergraduates, 4 units of credit per quarter for graduate students, must maintain a quarterly and overall GPA of 2.0 and must be in “good standing” with the University. Board members must also adhere to the minimum requirements as specified by the CSU Chancellor’s office to participate in student leadership activities. At the commencement of each quarter, the Executive Director shall initiate the process to check the eligibility requirements set forth in these bylaws. Any Board member, elected or appointed, and any committee member, who fails to meet the enrollment, GPA or “good standing” eligibility requirements shall be immediately removed.
- b) Student office holders must be enrolled in a minimum of three (3) quarters during the calendar year to maintain eligibility.
- c) Additionally, the Director of the Concord Campus must maintain enrollment of at least 4 units at the Concord Campus each quarter.
- d) Undergraduate students are allowed to earn a maximum of 225-quarter units or 125 percent of the units required for a specific baccalaureate degree objective, whichever is greater. Graduate and credential students are allowed to earn a maximum of 75 quarter units or 167 percent of the units required for the graduate or credential objective, whichever is greater. Students who have earned over that number of units will no longer be eligible to run or serve on the ASI Board of Directors (Chair, Executive Officers, Directors, and Senators of the Academic Colleges) or as the at-large member on ASI standing committees.
- e) All other regulations as per the California State University, Student Services “Guidelines for Qualifications for Student Office Holders” apply.
- f) If no student runs for President/CEO and/or Executive Vice President of the Board of Directors (Chair, Executive Officers, Directors, and Senators of the Academic Colleges) at the time of annual elections, the President/CEO and Executive Vice President shall be selected from the sitting Board of Directors (Chair, Executive Officers, Directors, and Senators of the Academic Colleges), by the sitting Board of Directors (Chair, Executive Officers, Directors, and Senators of the Academic Colleges) after June 1st, through a majority vote (50%+1) of the newly elected Board members.

ARTICLE XII: LIMITATION ON INTERESTS:

Section 1: Conflict of Interest

No member of the ASI Board of Directors (Chair, Executive Officers, Directors, and Senators of the Academic Colleges) shall be financially interested in any contract or other transaction entered into by the ASI Board of Directors (Chair, Executive Officers, Directors, and Senators of the Academic Colleges) that is not in accordance with the conflict of interest provisions set forth in Education Code Sections 89906-89909. The following relationships are specifically deemed not permissible:

- a) Any contract, other than an employment contract, directly between ASI and an ASI Director.
- b) Any contracts between ASI and a partnership or association in which an ASI Director is a partner, or owner, or holder, directly or indirectly, of a proprietorship interest.
- c) Any contract between ASI and a for-profit corporation in which an ASI Director is the owner or holder, directly or indirectly, of five (5) percent or more of the outstanding common stock.
- d) There are other relationships, including the following that are permissible:
 - i. Contracts between ASI and a for-profit corporation in which an ASI Director is the owner or holder, directly or indirectly, of less than five (5) percent of the outstanding common stock



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- ii. Contracts between the ASI and a for-profit on whose Board of Directors an ASI Director serves and such Director is the owner or holder, directly or indirectly, of less than five (5) percent of the outstanding stock.
- iii. Contracts between the ASI and a nonprofit corporation on whose Board of Directors an ASI Director serves.

ARTICLE XIII: MISCELLANEOUS PROVISIONS

Section 1:

The fiscal year of Associated Students, Inc. shall be the Fiscal Year of the State of California, which shall begin on July 1st and shall terminate on June 30th of the following year.

Section 2:

Associated Students, Inc. shall not contemplate the distribution of gains, projects, or dividends to the members thereof.

Section 3:

Associated Students, Inc. shall have a corporation seal of such design as determined by the Board of Directors (Chair, Executive Officers, Directors, and Senators of the Academic Colleges).

Section 4:

Associated Students, Inc. shall provide for an annual financial audit in conformance with the requirements of the California State University system and California State University, East Bay to be conducted by an independent agency at the end of each fiscal year.

Section 5:

Associated Students, Inc., in all respects, conforms to the requirements of the California Nonprofit Public Benefit Corporation Law and the policies and procedures of the California State University system and California State University, East Bay.

Section 6:

“Regularly enrolled” shall be defined as any student pursuing a course of study at California State University, East Bay that satisfies California State University system and California State University, East Bay academic requirements.

Section 7:

All voting members of the Board of Directors (Chair, Executive Officers, Directors, and Senators of the Academic Colleges), and ASI Senate are required to attend three (3) mandatory retreats, planned and directed by the ASI President. ASI Staff, ex-officio officers and employee attendance will be at the ASI President’s discretion, excluding the Executive Director, who will be required to attend. Fall, winter and transition retreats constitute the three mandatory retreats. Elected Executive Officers shall be required to attend training and orientation classes as determined by the Board of Directors prior to holding office.

ARTICLE XIV: IDEMNIFICATION OF CHAIR, DIRECTORS, OFFICERS, SENATORS, EMPLOYEES AND AGENTS

Section 1: Indemnification

- a) To the fullest extent permitted by law, this corporation shall indemnify its Chair, Directors, Officers, Senators, employees, other agents or persons of the corporation described in Section 5238 (a) of the Nonprofit Law, including persons formerly occupying any such position, and who was or is a party or is threatened to be made party to a proceeding by reason of the fact that such person is or was such a Chair, Director, Officer, Senators, employee or other agent of the corporation, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding, if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person

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was unlawful and, in the case of an action by or in the right of the corporation, acted with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. "Expenses" as used in this bylaw, shall have the same meaning as in section 5238 (a) of the Nonprofit Law.

- b) On written request to the Board of Directors (Chair, Executive Officers, Directors, and Senators of the Academic Colleges) by any person seeking indemnification under section 5238 (b) or Section 5238 (c) of the Nonprofit Law, the Board of Directors shall promptly determine under Section 5238 (e) of the Nonprofit Law 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 (Chair, Executive Officers, Directors, and Senators of the Academic Colleges) shall authorize indemnification.
- c) To the fullest extent permitted by law and except as otherwise determined by the Board of Directors (Chair, Executive Officers, Directors, and Senators of the Academic Colleges) in a specific instance, expenses incurred by a person seeking indemnification in defending any proceeding 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 of those expenses.

Section 2: Insurance

The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Officers, Directors, employees, and other agents, against any liability asserted against or incurred by any Officer, Director, employee, or agent in such capacity or arising out of the Officer's, Director's, employee's, or agent's status as such.

ARTICLE XV: ABRIDGMENT

Statement of Non-Discrimination: ASI, nor any branch of ASI, nor any other committee or organization subject to its jurisdiction shall adopt any policy, or pass any statute or law, which directly or indirectly abridges the freedom of speech, assembly, religion or basic right of any individual; nor shall any of the same organizations practice or sanction any kind of discrimination against others according to sex, age, race, national origin, immigration status, sexual orientation, political affiliation, religion, or physical disability.

ARTICLE XVI: ENABLING MEASURE

Section 1:

All existing legislation shall continue in effect until these Bylaws are ratified through an election of the membership. Bylaws will take effect in the fiscal year following ratification by the membership and will not affect the current Board of Directors.

Section 2:

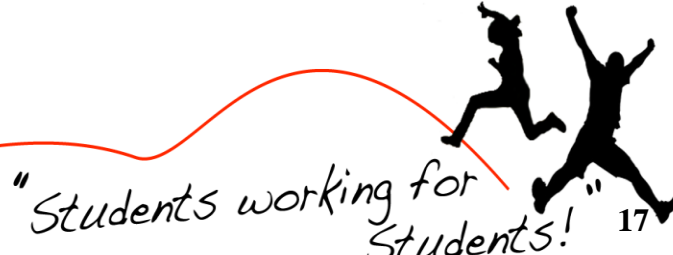
Elections: If said approval by the membership is completed prior to the end of the Winter Quarter, these Bylaws shall be considered in effect for the general election in the following Spring Quarter.

Section 3:

Upon ratification, of these Bylaws, all previous Bylaws will become null and void as of July 1st of the following fiscal year. In addition portions of any legislative acts, regulations or constitutions, which are inconsistent with these Bylaws, will become null and void as of July 1st of the following fiscal year.

Revisions to satisfy AB 1233 Approved by ASI BOD July 14, 2011

Approved by ASI BOD October 7, 2015


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