

BYLAWS

TABLE OF CONTENTS

	<u>Page</u>
ARTICLE I ORGANIZATION	1
Section 1.01 Name	1
Section 1.02 Purposes and Limitations	1
Section 1.03 Inurement of Net Earnings	1
Section 1.04 Dissolution	2
Section 1.05 Distribution of Assets	2
ARTICLE II OFFICES.....	2
Section 2.01 Principal Office	2
Section 2.02 Other Offices.....	2
ARTICLE III MEMBERSHIP.....	2
Section 3.01 Qualifications and Classes of Membership.....	2
Section 3.02 Rights of Membership.....	3
Section 3.03 Members' Dues, Fees, and Assessments	3
Section 3.04 Members in Good Standing	3
Section 3.05 Termination of Membership	3
Section 3.06 Transfer of Membership	3
Section 3.07 Annual Election	3
Section 3.08 Eligibility to Vote	3
Section 3.09 Manner of Voting; Number of Votes.....	4
Section 3.10 Petitioning Student Senate	4
ARTICLE IV STUDENT SENATE	4
Section 4.01 Powers and Responsibilities	4
Section 4.02 Number and Qualification of Senators; Student Senate Composition.....	5

Section 4.03	Restriction on Interested Persons as Senators.....	6
Section 4.04	Conflict of Interest and Financial Interest	6
Section 4.05	Election, Designation and Term of Office of Senators.....	6
Section 4.06	Vacancies; Removal; Resignation of Senators	6
Section 4.07	Place of Student Senate Meetings; Meetings By Telephone	8
Section 4.08	Annual Meeting of Student Senate	8
Section 4.09	Other Regular Meetings.....	8
Section 4.10	Special Meetings.....	8
Section 4.11	Quorum	8
Section 4.12	Adjournment	8
Section 4.13	Robert’s Rules of Order	8
Section 4.14	Action Without a Meeting Prohibited.....	9
Section 4.15	Reimbursement of Senators	9
ARTICLE V	OFFICERS.....	9
Section 5.01	Officers of the Corporation; Election of Officers.....	9
Section 5.02	Additional Officers	9
Section 5.03	Officer Eligibility.....	9
Section 5.04	Removal and Resignation of Officers.....	9
Section 5.05	Vacancies in Office.....	10
Section 5.06	President.....	10
Section 5.07	Executive Vice President	11
Section 5.08	Vice President of Finance	11
Section 5.09	Vice President of External Affairs.....	12
ARTICLE VI	COMMITTEES.....	12
Section 6.01	Committees of the Board	12

Section 6.02	Identified Committees.....	13
Section 6.03	Meetings and Actions of Committees.....	15
ARTICLE VII INDEMNIFICATION OF SENATORS, OFFICERS, EMPLOYEES AND OTHER AGENTS		16
Section 7.01	Agents, Proceedings, and Expenses.....	16
Section 7.02	Actions Other Than By the Corporation.....	16
Section 7.03	Actions By the Corporation	16
Section 7.04	Successful Defense By Agent.....	17
Section 7.05	Required Approval.....	17
Section 7.06	Advance of Expenses.....	17
Section 7.07	Other Contractual Rights	17
Section 7.08	Limitations	17
Section 7.09	Insurance	18
ARTICLE VIII RECORDS AND REPORTS.....		18
Section 8.01	Records and Reports	18
Section 8.02	Maintenance and Inspection of Articles and Bylaws.....	18
Section 8.03	Inspection by Senators	18
Section 8.04	Annual Report.....	18
Section 8.05	Annual Statement of Certain Transactions and Indemnifications	19
Section 8.06	Financial Audit.....	19
ARTICLE IX CONFLICTS OF INTEREST.....		20
Section 9.01	Disqualifying Financial Interest.....	20
Section 9.02	Student Senate Ratification.....	20
Section 9.03	Disqualifying Non-Financial Interest	20
Section 9.04	Procedure of Disqualification	20

ARTICLE X	GENERAL CORPORATION MATTERS.....	21
	Section 10.01 Construction, Definitions and Transition.....	21
	Section 10.02 Electronic Transmission.....	21
	Section 10.03 Amendment of Bylaws	21
	Section 10.04 Authority to Bind Corporation.....	21
	Section 10.05 Amendments of Articles	21
	Section 10.06 Insurance	21
	Section 10.07 Loans to Senators and Officers	22
	Section 10.08 Fiscal Year	22
	Section 10.09 Operating Policies and Procedures	22
ARTICLE XI	LEGAL COUNSEL	22
	Section 11.01 Appointment of Legal Counsel.....	22
	Section 11.02 Duties and Responsibilities.....	22
	Section 11.03 Removal and Resignation	22

**BYLAWS
OF
ASSOCIATED STUDENTS, INCORPORATED OF
CALIFORNIA STATE UNIVERSITY, FRESNO**

A California Nonprofit Public Benefit Corporation

**ARTICLE I
ORGANIZATION**

Section 1.01 **Name.** The name of this Corporation is ASSOCIATED STUDENTS, INCORPORATED OF CALIFORNIA STATE UNIVERSITY, FRESNO (the “Corporation”).

Section 1.02 **Purposes and Limitations.** This Corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the following purposes consistent with the Corporation’s Articles of Incorporation:

(a) This corporation is organized and operated solely for the benefit of the students of California State University, Fresno. This corporation is organized as a student body organization under Section 89300, et seq. of the California Education Code, exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

(b) The specific and primary purposes of this corporation are to provide a means for responsible and effective participation in the governance of student participation on campus; provide an official voice through which students’ opinions may be expressed, foster awareness of these opinions on campus, local, state, national, and international communities; assist in the protection of the rights and interests of the individual student and the student body; provide services and programs as deemed necessary by the corporation to meet the needs of the student and campus communities; and stimulate the educational, social, physical, and cultural well-being of the University community.

(c) Additionally, the corporation shall receive contributions and make donations to, dispense contributions to, and otherwise aid and support those organizations which have established their tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), and which are organized and operated exclusively for the above-stated purposes.

Section 1.03 **Inurement of Net Earnings.** This Corporation is not organized, and shall not be operated, for pecuniary gain or profit. The properties and assets of this nonprofit Corporation are irrevocably dedicated to public benefit and charitable purposes and no part of the net earnings, properties, or assets of this Corporation, on dissolution or otherwise, shall ever inure to the benefit of, or be distributable to, any private person or individual, or any Senator, Officer or Member of this Corporation. Upon liquidation or dissolution, all properties and assets

remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed in accordance with the Articles of Incorporation.

Section 1.04 **Dissolution**. The Corporation shall be dissolved when: (a) a referendum for dissolution of the Corporation is authorized by a two-thirds (2/3) vote of the entire Student Senate then in office or proposed by means of a petition bearing the signatures of ten percent (10%) of the Members of the Corporation, which shall be collected in ten (10) consecutive school days during a single semester; (b) submitted to the Members of the Corporation for consideration in a general election or special election held specifically for the purpose of the referendum; and (c) approved by a majority of the Members of the Corporation. Any referendum to dissolve the Corporation passed under this Section 1.04 shall take effect at the end of the fiscal year of the election, at which time, the corporation shall cease to exist as a corporate entity and shall become an unincorporated organization.

Section 1.05 **Distribution of Assets**. Upon the dissolution of this Corporation, after paying or adequately providing for the debts, obligations and liabilities of the Corporation, the remaining net assets of this Corporation, other than trust funds, shall be distributed to one or more nonprofit corporations organized and operated for the benefit of California State University, Fresno (the "University"); such corporation or corporations to be selected by the Student Senate of this Corporation and approved by the President of the University and Board of Trustees of the California State University. Such nonprofit corporation or corporations must be qualified for Federal income tax exemption under Section 501(a) and 501(c)(3) of the United States Internal Revenue Code of 1954 and be organized and operated exclusively for charitable, scientific, literary or educational purposes, or for a combination of said purposes. In the alternative, upon dissolution of the Corporation, net assets other than trust funds shall be distributed to the California State University, Fresno.

ARTICLE II **OFFICES**

Section 2.01 **Principal Office**. The Corporation's business office is located on the California State University, Fresno campus in the University Student Union, room 317.

Section 2.02 **Other Offices**. The Student Senate office is located on the California State University, Fresno Campus in the University Student Union, room 316. The Student Senate may at any time establish branch offices in order to advance the purposes of the Corporation.

ARTICLE III **MEMBERSHIP**

Section 3.01 **Qualifications and Classes of Membership**. This Corporation shall have only one (1) class of voting members comprised of the students of the University. All students currently enrolled as regular, limited, or special session students at the University during an academic year (excluding extended education enrollees) and that have paid the Corporation's student body membership fee in accordance with Education Code Section 89300 et seq., are "Members" having the right to participate in Corporation programs and activities, and to vote as

provided in these Bylaws, or on matters brought to the Membership by the Student Senate. Except as otherwise noted, references in these Bylaws to “Members” shall mean persons holding memberships in accordance with this Section 3.01 and as defined in the Corporations Code Section 5056.

Section 3.02 **Rights of Membership.** Each Member shall have the right to vote, as set forth in these Bylaws, on the election of Senators and officers, on the disposition of all or substantially all of the Corporation’s assets, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the Corporation. In addition, those Members shall have all rights afforded members under the California Nonprofit Public Benefit Corporation Law. In addition, each Member shall have the right to:

- (a) Hold office as an officer or Senator of the Corporation, provided that the Member also satisfies all eligibility and qualification requirements set forth in these Bylaws;
- (b) Be admitted to and be allowed to participate in all activities funded in part or in whole by the Corporation, subject to conditions as may be established by the Student Senate; and
- (c) Be able to use the equipment owned by the Corporation subject to conditions established by the Student Senate in the Privilege and Services Policy.

Section 3.03 **Members’ Dues, Fees, and Assessments.** Each Member must pay, within the time and on the conditions set by the Student Senate, the dues, fees, and assessments in amounts to be fixed from time-to-time by the Student Senate. The membership dues, fees, and assessments shall be subject to referendum and approved or disapproved by the Members in a general election or special election held specifically for the purpose of the referendum.

Section 3.04 **Members in Good Standing.** Members who have paid the required dues, fees, and assessments in accordance with these Bylaws and who are not rendered ineligible by the University shall be Members in good standing.

Section 3.05 **Termination of Membership.** A membership shall terminate when the Corporation receives written notification from the University stating that a Member is ineligible for membership or when the person is no longer on the University’s membership roster.

Section 3.06 **Transfer of Membership.** Membership shall be granted on an individual basis and no membership or right arising from membership shall be transferred.

Section 3.07 **Annual Election.** An election shall be held at least annually at such time and place, and on such notice, if any, as the Student Senate may determine. Senators and officers shall be elected at this election.

Section 3.08 **Eligibility to Vote.** Subject to the California Nonprofit Public Benefit Corporation Law, Members in good standing on the record date as determined under

Section 3.04 and as certified by the Election Chairperson of the Corporation shall be entitled to vote at any election.

Section 3.09 **Manner of Voting; Number of Votes.** Voting may be by ballot. Each Member entitled to vote may cast one (1) vote on each matter submitted to a vote of the Members. Pursuant to Corporations Code Section 5036, the affirmative vote of the greatest number of authorized Members voting on any matter, shall be deemed the act of the Members.

Section 3.10 **Petitioning Student Senate.** The Student Senate shall consider and may at its discretion place the item before the Members of the Corporation for a vote any petition presented to the Chair of the Student Senate signed by at least ten percent (10%) of valid Members seeking action or a position by the Student Senate to adopt, modify or repeal any policy, code provision or provisions, or rule of the Corporation. The Student Senate may adopt procedures for the implementation of this Article not inconsistent with this Section 3.10.

ARTICLE IV **STUDENT SENATE**

Section 4.01 **Powers and Responsibilities.** Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations in the Articles of Incorporation or these Bylaws, the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised by, or under the direction of, the Student Senate. The Student Senate shall be responsible for, among other things: (i) adopting an annual budget and (ii) adopting policies and positions concerning the affairs of this Corporation. The Student Senate may delegate the management of the activities of the Corporation to any person or persons, management company, or committee however composed, provided that the activities and affairs of the Corporation shall be managed, and all corporate powers shall be exercised by, or under the ultimate discretion of, the Student Senate.

Without prejudice to these general powers and subject to the same limitations, the Student Senate, in addition to the other powers enumerated in these Bylaws, shall have the power to:

(a) Appoint and remove, subject to any employment agreement and, at the pleasure of the Student Senate, the Executive Vice President, the Secretary, any such officers as may be appointed under Section 5.03 of these Bylaws, and agents and employees of the Corporation; prescribe any powers, policies and duties for them that are consistent with the law, with the Articles of Incorporation, and with these Bylaws; fix their compensation and/or benefits (if any); and require from them security for faithful service.

(b) Change the principal executive office in the State of California from one location to another; cause the Corporation to conduct its activities within the State of California; and designate any place within the State of California for holding any meeting of Senators.

(c) To review and approve the annual operating budget, to borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

(d) To conduct, manage and control the affairs and activities of the Corporation and to make such rules and regulations therefore not inconsistent with applicable federal and California law, the Articles of Incorporation or the Bylaws as they may deem best.

(e) Pursuant to authority hereinafter granted, to appoint committees and to delegate to such committees powers and authority of the Student Senate in the management of the activities and affairs of the Corporation, except the power to adopt, amend or repeal Bylaws or Articles, and except as otherwise set forth herein.

(f) Advocate for students of the University and the California State University concerning matters which directly affect the welfare and interests of the Members of the Corporation.

(g) Affirm any Executive Order issued by the President by a simple majority vote. The Student Senate may override an Executive Order issued by the President by a simple majority vote.

The effect of any override of an executive order shall be prospective and shall not be retroactive.

Every Senator shall serve a minimum of eight (8) office hours a month, excluding the months of May through August, December and January. Appropriate use of office hours will be outlined in the ASI Policy Manual and are under the discretion of the Executive Vice President.

Section 4.02 **Number and Qualification of Senators; Student Senate Composition**. The authorized number of Senators shall be sixteen (16) until an Executive Vice President is selected from among the at-large Senators at which point the senate shall be comprised of fifteen (15) until changed by amendment to this bylaw made pursuant to Article X of these Bylaws. The Student Senate shall be comprised of the following:

(a) One Senator representing each of the eight (8) academic schools and colleges of the University;

(b) Eight (8) at-large Senators representing the membership of the Corporation; and at-large Senator positions include: Undergraduate and Graduate Academic Affairs; Resident Affairs; Athletic and Recreational Affairs; Parking and Safety; Students Clubs and Organizations; Student Affairs; and Greek Affairs;

(c) One (1) Executive Vice President to be selected from among the initial eight at-large senators who may vote only when necessary to break a tie-vote; and

(d) One (1) representative of the University President, designated as the “Advisor”, who shall be a non-voting liaison of the Student Senate.

The Senators shall be elected by the membership as outlined in Section 4.05 below. Any qualified registered and enrolled student of the University may seek election to and hold a Student Senate office pursuant to those qualifications and procedures established by the Chancellor of the California State University and adopted by the Student Senate. The qualifications and recruitment methods for the at-large Senators shall be outlined in the Corporation’s Policies. Each Senator shall have one vote.

The Senators of the Corporation shall be Members of the Corporation. No voting Senator may be an employee of the Corporation except with the unanimous consent of all voting Senators.

Section 4.03 **Restriction on Interested Persons as Senators.** No more than forty-nine percent (49%) of the persons serving on the Student Senate may be interested persons. An “interested person” is (a) any person compensated by the Corporation (other than as a Student Senator) for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Senator as Senator; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by the Corporation.

Section 4.04 **Conflict of Interest and Financial Interest.** The Student Senate and its members shall adhere to standards and practices of conduct expressed in Education Code Sections 89906-89909 and Corporations Code Section 5230 et seq.

Section 4.05 **Election, Designation and Term of Office of Senators.** Senators for the Corporation shall be elected by the greatest number of votes of the Membership at an annual election held under voting qualifications and procedures adopted by the Student Senate. Senators shall serve a one (1) year term, commencing on June 1 of the calendar year of the election and continuing through May 31 of the following calendar year. Each such Senator appointed to fill a vacancy shall hold office until expiration of the term for which appointed and until a successor Senator has been elected and qualified.

Section 4.06 **Vacancies; Removal; Resignation of Senators.** A vacancy or vacancies on the Student Senate shall be deemed to exist on the occurrence of any of the following: (a) the death or resignation of any Senator; (b) the declaration by resolution of the Student Senate of a vacancy in the office of a Senator 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 4 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law; (c) the increase of the authorized number of Senators; (d) illegibility as determined by the Chancellor of the California State University as received in writing by the Student Senate from the Chancellor of the California State University or the President of the University or designee; or (e) the removal of a Senator in accordance with these Bylaws.

Except as provided below, any Senator may resign by giving written notice to the Chair of the Student Senate, the Executive Vice President. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a Senator's resignation is effective at a future time, the Student Senate may elect a successor to take office as of the date when the resignation becomes effective. No Senator may resign if the Corporation would be left without at least one duly elected Senator.

A Senator may be removed without cause if such removal is approved by the Members of the Corporation. A Senator may be removed with cause, by a two-thirds (2/3) vote of all other Senators at the time in office at any regular meeting or special meeting of the Student Senate. The Student Senate may set specific attendance guidelines that may cause a Senator to be removed for failure to attend Student Senate meetings, as described in the paragraph below. Any Senator who fails or ceases to meet any required qualification that was in effect at the beginning of the Senator's current term of office may be removed.

A Senator may be removed from office, at the discretion of the Executive Vice President, for missing a total of four (4) meetings which include required ASI standing committee meetings, Executive Vice President one-on-one meetings, and regularly scheduled ASI Student Senate meetings. Of the allotted number of allowed absences no more than two (2) may be allocated toward regularly scheduled ASI Student Senate meetings or special ASI Student Senate meetings held at the same time as regularly scheduled ASI Student Senate meetings. Two (2) absences during the summer or winter break meetings shall be computed as one (1) absence towards the attendance record for the term. Senators who are not in attendance at the time of roll call will be considered tardy and two (2) tardies shall be equivalent to one (1) absence.

A Senator who does not attend two successive Student Senate meetings will automatically be removed from the Student Senate without Student Senate resolution unless:

- (a) The Senator requests a leave of absence for a limited period of time, and the leave is approved by the Senators at a regular or special meeting. If such leave is granted, the number of Senators will be reduced by one in determining whether a quorum is or is not present;
- (b) The Senator suffers from an illness or disability which prevents him or her from attending meetings and the Student Senate by resolution waives the automatic removal procedure of this subsection; or
- (c) The Student Senate by resolution of the majority of Senators agrees to reinstate the Senator who has missed two meetings.

Vacancies in the Student Senate shall be filled by an appointment of the President, in consultation with the Personnel committee, and must be approved by a simple majority vote of the Student Senate.

No reduction of the authorized number of Senators shall have the effect of removing any Senator from office before that Senator's term of office has expired.

Section 4.07 **Place of Student Senate Meetings; Meetings By Telephone.**

Meetings of the Student Senate shall be held at any place that has been designated by resolution of the Student Senate or in the notice of the meeting or, if not so designated, at the principal executive office of the Corporation. Any meeting may be held by teleconference so long as such meeting is in compliance with Education Code Section 89305.1.

Section 4.08 **Annual Meeting of Student Senate.**

The Student Senate shall hold an annual general meeting for purposes of organization, election of officers, and transaction of other business.

Section 4.09 **Other Regular Meetings.**

Other regular meetings of the Student Senate shall be held from time to time at such time and place as the Senators may fix at their annual meeting. The time and place of such meetings will be stated in the minutes of the previous meeting of the Student Senate. Meetings of the Student Senate may be open or closed to the Members depending on the nature of the subject matter discussed at such meetings. All meetings shall strictly follow Education Code Sections 89305-89307.4, otherwise known as the Gloria Romero Open Meetings Act of 2000, as amended.

Section 4.10 **Special Meetings.**

Unless otherwise specified in the Gloria Romero Open Meetings Act of 2000, special meetings of the Student Senate for any purpose may be called at any time by the Executive Vice President or by a majority of the Senators, by providing written notice to each Senator, and to each local newspaper of general circulation and radio or television station that has requested notice of special meetings at least 24 hours prior to the meeting. All special meetings shall strictly follow Education Code Sections 89305-89307.4, otherwise known as the Gloria Romero Open Meetings Act of 2000, as amended. Special written notice as provided for in Education Code Sections 89306-89306.5 may be dispensed with as to any member who, at or prior to the time the meeting convenes, provides the Secretary of the Student Senate with a waiver of written notice. Written notice may also be dispensed with as to any Member who is actually present at the meeting at the time it convenes.

The written notice shall specify the time and place of the meeting and the business to be transacted or discussed. No other business shall be considered at these meetings by the Student Senate.

The call and notice shall be posted at least 24 hours prior to the special meeting in a location that is freely accessible to members of the public.

Section 4.11 **Quorum.**

A majority of the authorized number of Senators shall constitute a quorum for the transaction of any business, except to adjourn.

Section 4.12 **Adjournment.**

A majority of the Senators present, whether or not a quorum is present, may adjourn any meeting to another time and place.

Section 4.13 **Robert's Rules of Order.**

Unless otherwise specified in these Bylaws, Robert's Rules of Order, as amended, shall be the parliamentary guide for the conduct of the Student Senate and committee meetings.

Section 4.14 **Action Without a Meeting Prohibited.** Any action required or permitted to be taken by the Student Senate or any committee thereof shall be taken at a public meeting, except for closed sessions, in accordance with Education Code Section 89305 et seq. and in compliance with all federal, state, and local laws, and all University policies.

Section 4.15 **Reimbursement of Senators.** Senators and Members of Committees may receive such reimbursement of expenses, as may be fixed or determined by resolution of the Student Senate to be just and reasonable as to the Corporation at the time that such resolution is adopted.

ARTICLE V **OFFICERS**

Section 5.01 **Officers of the Corporation; Election of Officers.** The officers of the Corporation shall consist of a President, Executive Vice President, the Vice President of Finance, the Vice President of External Affairs, and a Secretary (the “Officers”). The Corporation may also have, at the discretion of the Student Senate, such other officers as may be appointed in accordance with Section 5.03 of these Bylaws. The Officers of this Corporation, except the Executive Vice President, the Secretary, and any such officers as may be appointed under Section 5.03 of these Bylaws, shall be elected by a the greatest number of votes of the Membership at an annual election held under voting qualifications and procedures adopted by the Student Senate and by the Chancellor of the California State University. An elected At-Large Senator shall be selected as Executive Vice President by a simple majority vote each academic year in accordance with qualification standards and procedures adopted by the Student Senate. Officers shall serve one (1) year terms, commencing on June 1st of the year he or she was elected and ending on May 31st of the following year. Officers may serve no more than three (3) consecutive one (1) year terms in the same position.

Section 5.02 **Additional Officers.** The Student Senate may appoint and may authorize the Executive Vice President, or other Officer, to appoint any other officers that the Corporation may require. Each officer so appointed shall be confirmed by a simple majority vote. Each officer so appointed shall have the title, hold office for the period, have the authority, and perform the duties specified in these Bylaws or determined by the Student Senate. The Elections Chairperson is designated as an “other officer” and shall act in accordance with policies adopted by the Corporation.

Section 5.03 **Officer Eligibility.** The Officer shall, at all times while holding office, satisfy the eligibility and qualification requirements, as amended, established by the Chancellor of the California State University. In the event that any Officer does not meet such eligibility and qualification requirement, that Officer shall, upon written notification to the Student Senate from the Chancellor of the California State University or the President of the University or designee, be immediately ineligible to serve as an Officer.

Section 5.04 **Removal and Resignation of Officers.** Any Officer may be removed, with cause, by the President of the Corporation. If the President is the Officer in violation, the Executive Vice President may remove him or her. Cause for removal shall apply when the Officer (i) has been declared of unsound mind by a final order of court, (ii) has been

convicted of a felony, (iii) if the Officer misses a specified number of meetings or fails to attend the specified number of meetings, as described in the paragraph below, or (iv) as prescribed by the California Corporations Code.

An Officer may be removed from office when they have missed a total of three (3) or more meetings of the Student Senate or the Executive Committee during one (1) semester. Two (2) absences during the summer or winter break meetings shall be computed as one (1) absence towards the attendance record for the next fall or spring semester. Officers who are not in attendance at the time of roll call will be considered tardy. Two (2) tardies shall be equivalent to one (1) absence, unless otherwise excused by the Executive Vice President, except that in the case of the Executive Vice President being tardy, the President shall grant the excuse if the President deems it appropriate to do so.

Without prejudice to any rights of any Officer under any contract of employment, any Officer may be removed without cause by a majority vote of the percentage of the Membership that elected them. The Executive Vice President may be removed from his or her position without cause by a two-thirds (2/3) vote of the Student Senate, to their original position in the Senate. If the Executive Vice President is removed or resigns, an election must be held to appoint a different elected At-Large Senator to the Executive Vice President position, allowing the former executive Vice President to assume the role as a Senator.

Any Officer may resign at any time by giving written notice to the Student Senate, the President, or the Secretary of the Corporation. Any resignation shall take effect at the date of receipt of that notice. Unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation shall be without prejudice to the rights, if any, of the Corporation under any contract to which the Officer is a party.

Section 5.05 **Vacancies in Office.** A vacancy or vacancies in the office of President or Vice President of Finance shall occur in the event of (i) death, removal as defined in Section 5.04 of these Bylaws, or resignation of any Officer; (ii) the declaration by resolution of the Student Senate of a vacancy in the office of an Officer who has been convicted of a felony or declared of unsound mind by a court order; or (iii) the vote of the Members to remove the Officer(s). A vacancy in any other office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office; provided, however, that vacancies need not be filled on an annual basis.

Section 5.06 **President.** Subject to the control of the Student Senate, the President shall serve as the chief executive officer and direct the Corporation's activities and affairs. The President shall be given the necessary authority and held responsible for the administration of the Corporation in all its activities and subject only to such policies as may be adopted and such orders as may be issued by the Student Senate or by any of its committees to which it has delegated power for such action. The President shall act as the "duly authorized representative" of the Student Senate in all matters in which the Student Senate has not formally

designated some other person for that specific purpose. Without prejudice to such general powers as above described, but subject to the limitations, authority and duties of the President are hereby expressly declared to be:

1. Represent the Membership, along with the Executive Vice President on University-wide committees.
2. Submit nominations to the Student Senate to fill vacant officer positions within two (2) weeks from the date of the vacancy.
3. Establish ad hoc committees with the Executive Officers.
4. Issue written Executive Orders when necessary for the conduct of the Corporation's business in such cases whereby no action would be detrimental to the Corporation's operations. Executive Orders may only be issued with concurrent approval of either the Executive Vice President or the Vice President of Finance. Any expenditure of funds by Executive Order shall be for emergency purposes only, when it is essential for the continued operation and welfare of the Corporation.
5. To perform any other duty that may be necessary in the best interest of the Corporation.

Section 5.07 **Executive Vice President**. The Executive Vice President shall be selected from one of the eight (8) at-large Senators, which are elected by the Membership, and shall be appointed by the Student Senate. If the President is absent or disabled, the Executive Vice President, if any, shall perform all duties of the President. When so acting, the Executive Vice President shall have all powers of, and be subject to, all restrictions on the President. The Executive Vice President serves as Chair of the Student Senate and is allowed to vote in the Student Senate only when necessary to break a tie-vote. The Executive Vice President shall represent the Membership, along with the President, on University-wide committees and work closely with the Corporation's professional staff to coordinate an orientation for new Student Senators and committee members. The Executive Vice President is also responsible for overseeing the work of the Recorder in consultation with the Corporation's professional staff.

The Executive Vice President shall call for and require at least a simple majority vote, defined as a majority vote by the Student Senate members present at a meeting duly called and noticed at which a quorum is present, on any proposed action to be taken by the Student Senate, unless such a requirement would place the Corporation in conflict with applicable laws, regulations, University policy, or these Bylaws.

The Executive Vice President shall, in consultation with the Personnel Committee, appoint Senators to designated Senator At-large positions. All appointments must be approved by a simple majority vote.

Section 5.08 **Vice President of Finance**. The Vice President of Finance is the Corporation's chief financial officer and oversees preparation of the annual budget in accordance with the fiscal policies established by the Student Senate and under the general guidance of the

Finance Committee. The Vice President of Finance shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, and other matters customarily included in financial statements. The Vice President of Finance shall send or cause to be given to the Members and Senators such financial statements and reports as are required to be given by law, by these Bylaws, or by the Student Senate. The books of account shall be open to inspection by any Senator at all reasonable times.

The Vice President of Finance also advises the President and the Student Senate on Corporation fiscal affairs and conditions and reviews financial transactions and obligation instruments. The Vice President of Finance shall provide updates to the Student Senate on reserves, statements of operations and other relevant financial information, no less than twice a semester at a regular meeting of the Student Senate. The Vice President of Finance shall preside as Chair of the Finance Committee and may cast the deciding vote on any matter before that committee in the event of a tie.

Section 5.09 **Vice President of External Affairs.** The Vice President of External Affairs is the Corporation's campus community, local, city, and statewide liaison and oversees preparation of resolutions in regards to legislation, action, or recognition affecting any body external to ASI. External Affairs shall also entail building and maintaining relations with Alumni. The Vice President of External Affairs should serve as the Corporation's representative at the California State Student Association ("CSSA"), should the Corporation be a member, with or in place of the President. The Vice President of External Affairs shall keep and maintain, or cause to be kept and maintained, adequate and correct reports and records of CSSA meetings and all other off campus meetings.

The Vice President of External Affairs also advises the President and Student Senate on external affairs affecting the Corporation. The Vice President of External Affairs shall provide updates to the Student Senate on legislation, action, recognition, and all other matters relevant to the external affairs of the Corporation no less that twice a semester at a regular meeting of the Student Senate. The Vice President of External Affairs shall preside as Chair of the Legislative Committee and Lobby Corps.

Section 5.10 **Secretary.** The Student Senate shall elect from its membership a Secretary. The Secretary is a voting member of the Student Senate, shall serve as Chief Justice of the Student Court, and shall serve as the Chair of the Legal Committee.

ARTICLE VI **COMMITTEES**

Section 6.01 **Committees of the Board.** The Student Senate, by motion adopted by a majority of the Senators then in office, provided a quorum is present, may create one or more committees, each consisting of three (3) Senators or Executives, one of whom shall serve as chairperson and one of whom shall serve as vice chairperson, and two (2) students-at-large, recommended by the Personnel Committee, to serve at the pleasure of the Student Senate. Appointments to the committees of the Student Senate shall be by majority vote of the Senators

then in office. The Student Senate may appoint one or more Senators as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee, to the extent provided in the Student Senate motion, shall only have the authority delegated by the Student Senate, except that no committee, regardless of Student Senate motion, may:

- (a) Fill vacancies on the Student Senate or on any committee that has the authority of the Student Senate;
- (b) Fix compensation of the Senators for serving on the Student Senate or on any committee;
- (c) Amend or repeal Bylaws or adopt new Bylaws;
- (d) Amend or repeal any resolution of the Student Senate that by its express terms is not so amendable or repealable;
- (e) Create any other committees of the Student Senate or appoint the members of committees of the Student Senate;
- (f) Expend corporate funds to support a nominee for Senator after more people have been nominated for Senator than can be elected;
- (g) Approve any contract or transaction to which the Corporation is a party and in which one or more of its Senators has a material financial interest, except as special approval is provided for in Section 5233(d)(3) of the California Corporations Code; or
- (h) Take any final action in violation of the California Nonprofit Public Benefit Corporation Law.

Section 6.02 **Identified Committees**. The following committees shall be formed pursuant to these Bylaws:

(a) **Executive Committee**. The Executive Committee shall consist of the President, the Executive Vice President, the Vice President of Finance, and the Vice President of External Affairs. Meetings of the Executive Committee shall be open to all members of the Student Senate who shall be given notice of the same, but only members of the Executive Committee may vote. No Executive Committee task may be for a period of longer than the term of that Student Senate.

(b) **Academic Committee**. The Academic Committee shall be responsible for administering the Research Grant Program, reviewing pertinent documents and projects of the Academic Student Senate, and addressing matters pertinent to the academic needs of the students of the University. The Academic Committee shall be chaired by the Senator of Undergraduate and Graduate Academic Affairs.

(c) **Activities Committee.** The Activities Committee shall be responsible for planning campus events and activities, and addressing matters pertinent to the programming needs of the Corporation and the student body of the University.

(d) **Finance Committee.** The Finance Committee shall be responsible for preparing and reviewing the Corporation's annual budget, annually reviewing and making recommendations concerning the fiscal policies of the Corporation, reviewing student organization funding applications and allocating funds as specified by the Corporation's Fiscal Code and sponsored Activity Grant Funding Policy, and addressing matters pertinent to the financial concerns of the Corporation and the student body of the University. The Vice President of Finance shall serve as the chairperson of the Finance Committee.

(e) **Legal Committee.** The Legal Committee shall be responsible for reviewing and making recommendations pertinent to all Corporation policies and procedures, and addressing all legal matters facing the Corporation. The Secretary shall serve as the chairperson of the Legal Committee.

(f) **Legislative Committee.** The Legislative Committee shall be responsible for representing, serving and protecting the collective interest of the University's students before any local, state and federal legislature concerning issues affecting California State University students. Primary responsibilities include grassroots organizing, coordinating Voter Education, Registration and Mobilization Campaigns, lobbying for higher education bills, and reviewing state and local legislative issues pertinent to the Corporation and the student body of the University. The Legislative Committee shall be chaired by the Vice President of External Affairs.

(g) **Personnel Committee.** The Personnel Committee shall be responsible for assisting the President and Executive Vice President in reviewing and making recommendations regarding appointments to all vacancies in the Corporation, assisting in the compilation and maintenance of a list of other committees and task forces within the University, but outside of the Corporation, on which students are appointed, and addressing personnel matters concerning the Corporation. The Personnel Committee shall be chaired by the President or President's designee (Chief of Staff, etc).

(h) **Student Court.** The Student Court shall hear cases referred to it by any Member of the Corporation. The Student Court shall handle all election disputes. Once a case has been brought, the Student Court shall schedule a special meeting for a hearing to be held no later than two (2) weeks after the case has been submitted, unless as otherwise stated in these Bylaws.

The Student Court may make recommendations to the Student Senate based on their rulings, but will not have the power to overrule any decision of the Student Senate or dictate action to the Student Senate. The Student Court will have the authority to issue and enforce decisions made in regards to the election of Senators and Officers.

The Student Court shall consist of five (5) Members of the Corporation referred to herein as “Justices.” Justices shall meet the eligibility and qualification requirements established and set forth by the Chancellor of the California State University. The five members of the Student Court shall consist of one (1) “Vice-Chief Justice,” and four (4) “Associate Justices.” Irrespective of Section 6.01 of these Bylaws, only one (1) member of the Student Court shall also be a Student Senator, specifically the Senator elected Secretary of the Student Senate. The Secretary shall act as “Chief Justice” of the Student Court. Justices of the Student Court shall be recommended by the President of the Corporation, approved by a majority of the Personnel Committee, and then confirmed by a majority vote of the Student Senate.

The Chief Justice shall preside over meetings of the Student Court, shall make sure the Student Court complies with the procedural guidelines as set forth in these Bylaws and in the ASI Policy Manual. The Vice-Chief Justice shall be responsible for the duties of the Chief Justice in the absence of the Chief Justice. The Associate Justices shall be responsible for attending meetings of the Student Court. The Vice-Justice and all four (4) Justices shall have voting privileges in the decisions of the Student Court, unless one is an interested party and needs to recuse himself or herself from voting.

The term of office for the Vice-Justice and all four (4) Justices shall be until his or her graduation from his or her current degree objective. The definition of the current degree objective shall be the bachelor, master or doctoral degree program that the student is enrolled in at the time of appointment. A position on the Student Court shall be considered vacant when: (a) a Justice has reached his or her term limit; (b) upon the death or resignation of the Justice; (c) a Justice has missed more than two (2) Student Court hearings during one (1) semester; (d) the Justice has been removed; or (e) a Justice has vacated office due to academic disqualification or disciplinary action taken by the University.

A Justice may be removed from office by a majority vote of the Student Senate. A Justice may resign from the Student Court by submitting a letter of resignation to the Student Senate at least two (2) weeks before the effective date of the resignation.

Section 6.03 Meetings and Actions of Committees. Meetings and actions of committees of the Senate shall be governed by, held, and taken in accordance with, the provisions of these Bylaws concerning meetings and other Student Senate actions and in accordance with the Gloria Romero Open Meetings Act of 2000 codified at Education Code Sections 89305-89307.4, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by a motion by the Student Senate or, if there is none, by motion of the committee of the Student Senate. Minutes of each meeting of any committee of the Student Senate shall be kept and shall be filed with the corporate records. Committee decisions and/or recommendations shall not be considered final until approved by the Student Senate. The Student Senate may adopt rules of the government of any committee, provided they are consistent with these Bylaws and the Gloria Romero Open Meeting Act or, in the absence of rules adopted by the Student Senate, the committee may adopt such rules.

ARTICLE VII
INDEMNIFICATION OF SENATORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

Section 7.01 **Agents, Proceedings, and Expenses**. For the purposes of this Article VII, “agent” means any person who is or was a Senator, Officer, employee, or other agent of this Corporation; “proceeding” means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and “expense” includes, without limitation, attorney’s fees and any expenses of establishing a right to indemnification under Section 7.04 or 7.05(b) of this Article VII.

Section 7.02 **Actions Other Than By the Corporation**. This Corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding (other than an action by, or in the right of, this Corporation to procure a judgment in its favor, an action brought under Section 5233 of the California Corporations Code, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of this Corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if that person acted in good faith and in a manner that person reasonably believed to be in the best interests of this Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of that person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of this Corporation or that the person had reasonable cause to believe that the person’s conduct was unlawful.

Section 7.03 **Actions By the Corporation**. This Corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action by, or in the right of, this Corporation, or brought under Section 5233 of the California Corporations Code, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that person is or was an agent of this Corporation, against expenses actually and reasonably incurred by that person in connection with the defense or settlement of that action if that person acted in good faith, in a manner that person believed to be in the best interest of this Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 7.03 for any of the following reasons:

(a) In respect of any claim, issue or matter as to which that person shall have been adjudged to be liable to this Corporation in the performance of that person’s duty to this Corporation, unless, and only to the extent that, the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, that person is fairly and reasonably entitled to indemnity of the expenses and then only to the extent that the court shall determine;

(b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(c) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval unless it is settled with the approval of the Attorney General.

Section 7.04 **Successful Defense By Agent.** To the extent that an agent of this Corporation has been successful on the merits in defense of any proceeding referred to in Sections 7.02 or 7.03 of this Article VII, or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 7.05 **Required Approval.** Except as provided in Section 7.04 of this Article VII, any indemnification under this Article VII shall be made by this Corporation only if authorized in the specific case upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section 7.02 or 7.03 of this Article VII, by any of the following:

(a) A majority vote of a quorum consisting of Senators who are not parties to the proceeding; or

(b) The court in which the proceeding is or was pending, upon application made by this Corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by this Corporation.

Section 7.06 **Advance of Expenses.** Expenses incurred in defending any proceeding may be advanced by this Corporation before the final disposition of the proceeding upon receipt of an undertaking by, or on behalf of, the agent to repay the amount of the advance unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article VII.

Section 7.07 **Other Contractual Rights.** No provision made by a corporation to indemnify its Senators or Officers for the defense of any proceeding, whether contained in the Corporation's Articles of Incorporation or Bylaws, a resolution of the Student Senate, an agreement or otherwise, shall be valid unless consistent with this Article VII. Nothing contained in this Article VII shall affect any right to indemnification to which persons other than Senators and officers of this Corporation may be entitled by contract or otherwise.

Section 7.08 **Limitations.** No indemnification or advance shall be made under this Article VII, except as provided in Sections 7.04 or 7.05(b), in any circumstances where it appears:

(a) That it would be inconsistent with a provision of the Articles of Incorporation, Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 7.09 **Insurance**. Upon and in the event of a determination by the Student Senate of this Corporation to purchase such insurance, this Corporation may purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against, or incurred by, the agent in such capacity or arising out of the agent's status as such whether or not this Corporation would have the power to indemnify the agent against the liability under the provisions of this Article VII; provided, however, that this Corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the Corporation for a violation of Section 5233 of the California Corporations Code.

ARTICLE VIII **RECORDS AND REPORTS**

Section 8.01 **Records and Reports**. The Corporation shall keep:

- (a) Adequate and correct books and records of account;
- (b) Written minutes of the proceedings of its Student Senate, and committees of the Student Senate; and
- (c) A record of its Members giving the names and addresses of each Member.

Section 8.02 **Maintenance and Inspection of Articles and Bylaws**. The Corporation shall keep at its principal executive office the original or a copy of the Articles of Incorporation and Bylaws, as amended to date, which shall be open to inspection by the Members at all reasonable times during office hours.

Section 8.03 **Inspection by Senators**. Every Senator shall have the absolute right at any reasonable time to inspect the Corporation's public books, records, documents of every kind and physical properties. The inspection may be made in person or by the Senator's agent or attorney. The right of inspection includes the right to copy and make extracts of documents through a public records request.

Section 8.04 **Annual Report**. The Student Senate shall cause to be prepared and made available to the membership an annual report within one hundred twenty (120) days after the end of the Corporation's fiscal year. This report shall be given to any Member who requests it in writing. That report shall contain the following information, in appropriate detail, for the fiscal year:

- (a) The assets and liabilities of the Corporation as of the end of the fiscal year.
- (b) The principal changes in assets and liabilities.

(c) The revenue or receipts of the Corporation both unrestricted and restricted to particular purposes.

(d) The expenses or disbursements of the Corporation for both general and restricted purposes.

(e) A statement of the place where the names and addresses of the current Members are located.

(f) Any information required by Section 8.05 of Article VIII of these Bylaws.

The annual report shall be accompanied by any report on it of independent accountants or, if there is no such, by the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the Corporation's books and records.

Section 8.05 **Annual Statement of Certain Transactions and Indemnifications**. As part of the annual report to the Student Senate of the Corporation, or as a separate document if no annual report is issued, the Corporation shall annually make available to each Member a statement of any transaction or indemnification of the following kind, if such a transaction or indemnification took place, within one hundred twenty (120) days after the end of the Corporation's fiscal year:

(a) Any transaction (i) which the Corporation, its parent, or its subsidiary was a party; (ii) in which an "interested person" had a direct or indirect material financial interest; and (iii) which involved more than Fifty Thousand and No/100 Dollars (\$50,000.00), or was one of a number of transactions with the same interested person involving, in the aggregate, more than Fifty Thousand and No/100 Dollars (\$50,000.00). For this purpose, an "interested person" is any Senator or Officer of the Corporation, its parent, or subsidiary (but mere common directorship shall not be considered such an interest).

(b) Any indemnifications or advances aggregating more than Ten Thousand and No/100 Dollars (\$10,000.00) paid during the fiscal year to any Officer or Senator of the Corporation under Sections 7.01 through 7.03 of these Bylaws, unless that indemnification has already been approved by the Student Senate under Section 5238(e)(2) of the California Corporations Code.

Unless otherwise provided by the Articles of Incorporation or Bylaws and if approved by the Student Senate, that statement may be sent by electronic transmission by the Corporation.

Section 8.06 **Financial Audit**. The Corporation shall obtain a financial audit for any tax year in which it receives or accrues gross revenue of Two Million and No/100 Dollars (\$2,000,000.00) or more, excluding grant or contract income from any governmental entity for which the governmental entity requires an accounting. Any audited financial statements obtained by the Corporation, whether or not required by law, shall be made available for inspection by the Attorney General and by the general public within nine (9) months after the

close of the fiscal year to which the statements relate. For three (3) years, such statements (a) shall be available at the Corporation's principal, regional, and district offices during regular business hours and (b) shall be made available either by mailing a copy to any person who so requests in person or in writing, or by posting them on the Corporation's website.

ARTICLE IX **CONFLICTS OF INTEREST**

Section 9.01 **Disqualifying Financial Interest.** The Student Senate and its Members shall adhere to standards and practices of conduct codified in Education Code Section 89906-89909 and Corporations Code Section 5230 et seq. Any member of the Student Senate must disqualify himself or herself from making, participating in the making of, or attempting to influence any decisions of the Student Senate or a committee of the Student Senate if it is reasonably foreseeable that the decision is one in which the Senator has a material financial interest.

Section 9.02 **Student Senate Ratification.** The Student Senate may ratify a transaction entered into between the Corporation and a Senator or Senators in which the Senator or Senators had a material financial interest if at the next meeting of the Student Senate, the Student Senate determines in good faith by a vote of a majority of Senators then in office without counting the vote of the interested Senator or Senators, that:

- (a) A committee or person authorized by the Student Senate approved the transaction;
- (b) The Corporation entered into the transaction for its own benefit;
- (c) The transaction was fair and reasonable as to the Corporation at the time the Corporation entered into the transaction; and
- (d) It was not reasonably practicable to obtain approval of the Student Senate prior to entering into the transaction.

The Senator's material financial interest shall be disclosed and recorded in the minutes.

Section 9.03 **Disqualifying Non-Financial Interest.** Any member of the Student Senate must likewise disqualify himself or herself when a personal non-financial interest exists which will prevent the member from applying disinterested skill and undivided loyalty to the Corporation in making or participating in the making of decisions.

Section 9.04 **Procedure of Disqualification.** A Senator required to disqualify himself or herself, shall (i) immediately disclose the interest, (ii) withdraw from any participation in the matter, (iii) refrain from attempting to influence any other Senator, and (iv) refrain from voting. The Senator may be counted in determining whether a quorum is present.

ARTICLE X
GENERAL CORPORATION MATTERS

Section 10.01 **Construction, Definitions and Transition**. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term “person” includes both a legal entity and a natural person.

Upon the adoption of these Bylaws, any codes, policies or rules of the Corporation shall be interpreted consistent with these Bylaws until the Student Senate amends such codes, policies or rules to conform specifically to the Bylaws.

Section 10.02 **Electronic Transmission**. Subject to any guidelines and procedures that the Student Senate may adopt from time to time, the terms “written” and “in writing” as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means and may include electronic transmission, such as facsimile or email, provided (i) for electronic transmissions from the Corporation, the Corporation has obtained an unrevoked written consent from the recipient to the use of such means of communication; (ii) for electronic transmissions to the Corporation, the Corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (iii) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

Section 10.03 **Amendment of Bylaws**. New bylaws may be adopted, or these Bylaws may be amended or repealed, in any manner authorized under Section 5150 of the California Corporations Code, or in any other manner permitted by applicable law. Notwithstanding the foregoing, no amendment may extend the term of a Senator beyond that for which such Senator was elected.

Section 10.04 **Authority to Bind Corporation**. Except as otherwise provided in these Bylaws, the Student Senate may authorize any Officer or Officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances; and unless so authorized by the Student Senate, no Officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or to render it liable for any purpose in any amount.

Section 10.05 **Amendments of Articles**. The Articles of Incorporation of this Corporation may be amended, repealed or new Articles adopted in any manner authorized under Sections 7810 et seq. of the California Corporations Code, or in any manner permitted by applicable law.

Section 10.06 **Insurance**. The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Officers, Senators,

employees, and other agents, against any liability asserted against or incurred by an Officer's, employee's, or agent's status as such.

Section 10.07 **Loans to Senators and Officers**. The Corporation shall not make any loan of money or property to or guarantee the obligation of any Senator or Officer, unless approved in writing by the Attorney General of the State of California; provided, however, that the Student Senate may authorize the advancement or reimbursement to a Senator or Officer for expenses reasonably incurred in the performance of the duties of such Senator or Officer, provided that in the absence of such advance such Senator or Officer would be entitled to be reimbursed for such expenses by the Corporation.

Section 10.08 **Fiscal Year**. The fiscal year of the Corporation shall end on June 30th of each calendar year.

Section 10.09 **Operating Policies and Procedures**. In order to ensure continuity in the operations of the Corporation, the Student Senate may establish, by a resolution of two-thirds (2/3) of the Senators then in office, operating policies and procedures to direct the affairs and business of the organization. These operating policies and procedures shall be collectively referred to as the ASI Policy Manual.

Operating policies and procedures contained in the ASI Policy Manual may be temporarily suspended, amended, or terminated. In the event that such an action is taken, it is the Executive Vice President's responsibility to provide written notification to the public through the Student Senate Advisor. Any policy or procedure may be temporarily suspended, amended, or terminated by a two-thirds (2/3) vote of the Senators then in office.

ARTICLE XI **LEGAL COUNSEL**

Section 11.01 **Appointment of Legal Counsel**. Within thirty (30) days after the occurrence of a vacancy, the Student Senate shall appoint an individual or law firm to act as the Corporation's Legal Counsel. The Corporation's Legal Counsel must be licensed to practice law in California.

Section 11.02 **Duties and Responsibilities**. The President or the Executive Vice President of the Corporation or their designees shall be the only persons that may initiate communication with the Corporation's Legal Counsel. The duties and responsibilities of the Corporation's Legal Counsel shall be:

- (a) To pass upon, review, suggest and consider, when requested, all legal matters pertaining to the operation and business of the Corporation or opinions on law or legislation; and,
- (b) To attend, when requested, meetings of the Student Senate, committees and commissions.

Section 11.03 **Removal and Resignation**. The Legal Counsel may be removed from office by a two-thirds (2/3) vote of the members of the Student Senate then in office. The

Corporation's Legal Counsel shall be given two (2) weeks prior written notice of a proposed removal. The Legal Counsel may resign such position and withdraw from representing the Corporation by submitting a letter of resignation to the Corporation's President.

CERTIFICATE OF ADOPTION

I certify that I am the duly elected and acting Secretary of the ASSOCIATED STUDENTS, INC. OF CALIFORNIA STATE UNIVERSITY, FRESNO, a California Nonprofit Public Benefit Corporation, that the above Bylaws, consisting of 22 pages, are the Bylaws of this Corporation as adopted by the Student Senate of this Corporation on or about June 1, 2013, and that said Bylaws have not been amended or modified since the date thereof.

Executed on June 1, 2013, at Fresno, California.

_____, Recorder

Revisions:

November 28, 2012

Changes to Article IV and V of bylaws to include eight (8) at-large senators on the ASI election ballot instead of the previous seven (7).

March 20, 2013

Changes to Article IV to revise number of absences allotted to four (4) including ASI student senate meetings, standing committee meetings and one-on-one meetings with the executive vice president.