



ASSOCIATED STUDENTS, INC.

Administrative Policies

POLICY 001 – ASI Bylaws

ARTICLE I NAME, PURPOSE, AND MEMBERSHIP

Section 1. Name. The name of this corporation shall be Associated Students of California State University, Los Angeles, Incorporated, hereinafter referred to as Associated Students, Inc. The official abbreviation of Associated Students, Inc. shall be ASI.

Clause 1. Purpose. The purposes of ASI shall be to:

- A. promote the establishment of, and provided the means for, effective avenues of student input into the governance of the campus;
- B. provide an official voice through which student opinion could be expressed;
- C. provide an opportunity where students could gain experience and training in responsible political participation and civic leadership;
- D. assist in the protection of the rights and interests of individual students; and
- E. stimulate the educational, social, physical, and cultural wellbeing of the university community.

Section 2. Membership. Membership in Associated Students, Inc. shall be divided into the following:

Clause 1. Regular Membership. All students of California State University, Los Angeles shall be designated regular members of the ASI subject to verification of registration status by the Registrar of the University. Regular members may:

- A. vote in ASI general and special elections
- B. hold an elected or appointment office in ASI
- C. participate in all activities sponsored by ASI
- D. enjoy other rights and privileges accorded by the Board of Directors (BOD) under authority of the Articles of Incorporation and these Bylaws.

Clause 3. Honorary Membership. Any person, firm, corporation, organization may be elected to honorary membership by a majority vote of the BOD in recognition and appreciation for service rendered to ASI or the community at large.

ARTICLE II PRINCIPAL PLACE OF BUSINESS

Section 1. Place of Business. The principal place for the transaction of business of this corporation shall be: California State University, Los Angeles, 5154 State University Drive, Los Angeles, California 90032

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ARTICLE III DIRECTORS, QUALIFICATIONS, AND TERM OF OFFICE

Section 1. The Board of Directors (BOD) shall manage the affairs of this corporation in accordance with Articles VI and VII of these Bylaws.

Clause 1. The Board of Directors shall consist of the following directors elected by the members of

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this corporation, as specified in Article IV of these Bylaws.

- A. ASI President
- B. ASI Vice President for Administration (VPA)
- C. ASI Vice President for Finance (VPF)
- D. ASI Vice President for Academic Governance (VPAG)
- E. ASI Vice President for External Affairs and Advancement (VPEAA)
- F. ~~ASI Secretary/Treasurer~~ ASI Chief of Staff
- G. ASI Diversity and Inclusion Officer – Representative-at-Large
- H. ASI Civic Engagement Officer – Representative-at-Large
- I. College of Arts & Letters Representative
- J. College of Business & Economics Representative
- K. ~~Charter~~ College of Education Representative
- L. College of Engineering, Computer Science, & Technology Representative
- M. Rongxiang Xu College of Health & Human Services Representative
- N. College of Natural & Social Sciences Representative
- O. College of Ethnic Studies Representative

Clause 2. The University President (or designee) shall serve as a non-voting board advisor in accordance with CSU Policy and set forth in 42402, Title 5, CCR (as stated in the Operating Agreement).

Clause 3. The ASI Executive Director shall serve as a non-voting Board member; all ASI full-time staff shall serve in an advisory capacity to the Board and may be seated at the table as a full participant in the proceedings

Section 2. Qualifications. In order to become a member of a Board of Directors of an approved auxiliary organization at California State University, Los Angeles (Cal State LA), a student candidate must be a regular member of the ASI as defined in Article I of these Bylaws at the time of filing for election or nomination for appointment and for the duration of their term if they should be elected or appointed. Candidates for student leadership positions must meet the required eligibility standards of the California State University, as articulated in the Executive Order 1068- Student Activities, under the Minimum Qualifications for Student Office Holders as stated below:

Clause 1. Undergraduates:
Student candidates or nominees must be enrolled at Cal State LA and completed at least one (1) semester prior to the election or nomination, and have earned no fewer than six (6) semester units of academic credit during that year with a cumulative 2.5 or better grade point average and be in good standing with the university. Candidates or nominees must also earn a minimum of 6 semester units of academic credit during the semester in which the election is held or nomination is made, maintaining a 2.5 grade point average or they will be automatically disqualified from holding office. Eligibility to hold office will be verified by the University at the time of filing for election, nomination, or appointment and subsequent to election, nomination or appointment.

Graduates:

- 3 of 14 -

Associated Students of Cal State LA, Inc. - Bylaws – Policy 001

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Commented [PB1]: Definition - responsibilities include leading teams, easing communications, and uniting people across organizations to keep them moving forward. Requires a multi-talented individual who is often the right hand to other top-tier executives, including presidents and vice presidents.

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Graduate candidates or nominees must earn 3 semester units per period of continuous attendance as a new graduate student to be eligible. New graduate students who receive a Bachelor's degree or credential within the past three years from Cal State LA must have earned a total of 12 units during their last year as an undergraduate to be eligible. Candidates or nominees must also earn a minimum of 3 semester units of academic credit during the term in which the election is held of nomination is made, maintaining a 3.0 grade point per term within the 12 months or they will be automatically disqualified from holding office. Eligibility to hold office will be verified by the University at the time of filing for election, nomination, or appointment and subsequent to election, nomination or appointment.

- Clause 2. During the term of office or appointment, a student director must maintain eligibility.
- Clause 3. Undergraduate student directors are allowed to earn a maximum of 150 semester units or 125 percent of the units required for a specific baccalaureate degree objective, whichever is greater. Graduate student directors are allowed to earn a maximum of 50 semester units or 167 percent of the units required for graduate or credential objective whichever is greater. Students holding over that number of units will be disqualified from holding office.
- Clause 4. Student candidates, nominees, and incumbents on either academic or disciplinary probation will be ineligible and automatically disqualified from holding office.
- Clause 5. Under extraordinary circumstances the University President/designee may make an exception to the eligibility requirements, as allowed by CSU policy.
- Clause 6. In addition, candidates for the office of College Representative shall:
 - A. Be a declared major in the college for which they have filed
 - B. Be enrolled in at least one course within the college for which they have filed; for the Charter College of Education, have completed at least one (1) course within that college.

ARTICLE IV **ELECTION OF DIRECTORS**

Section 1. General Election. Selection of all Directors of the Associated Students, Inc. except as otherwise provided, shall be by a general election. A candidate shall be elected by a plurality of all votes cast for the office being sought. The following procedures shall be necessary for election:

- Clause 1. ~~The ASI Elections Code of Procedure, Policy 004 of the Associated Students, Inc. shall govern all matters of pertaining to the special and general elections and election procedures~~
- Clause 2. No person shall file for more than one elective office at any one election.

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Declaration of candidacy for any one office shall be deemed as notification that the candidate will not accept the candidacy, write-in or otherwise, for any other office during the election.

Section 2. ~~Unopposed Candidates. If an elected office has only one candidate running in the election (having met the eligibility requirements), the candidate shall not be placed on the ballot during the election. The candidate shall be presented to the Board of Directors to be appointed with a majority vote of the Board. If the entire candidate pool for every position is unopposed in the election, then the Board of Directors may vote with a 2/3 majority to cancel the election and each candidate shall be presented to the Board of Directors to be appointed with a majority vote. All unopposed candidates for a given position will have their names placed on the ballot along with a no confidence ballot. If the total number of no confidence votes exceeds the total number of votes cast for the candidate, the office will be deemed vacant.~~

Commented [PB2]: The recommended changes eliminate the need for a vote of no-confidence in the election for unopposed candidates and allows the Board to determine if an election is necessary if all positions are unopposed.

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Section 3. Term of Office. The term of office for the Board of Directors shall commence June 1 and end May 31 of the next year.

ARTICLE V VACANCIES, RECALL, AND REMOVAL OF DIRECTORS

Section 1. ~~Vacancies. If any elected official Board of Director member, during the term of office, ceases to be a student at Cal State LA or qualify for office, that office shall be deemed vacant; and any office not filled during the general election shall be deemed vacant.~~

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~~Clause 1. In the event a director ceases to be a director due to death, resignation, disqualification, removal, leave of absence, or is determined to be ineligible by the Registrar of the University, such a vacancy shall be filled for the unexpired terms through an application, interview, and appointment process, which shall be confirmed by a majority vote of the total remaining directors Board of Directors.~~

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~~Clause 2. Should a vacancy occur in the office of the ASI President, the position may be filled through the stated line of succession of the Executive Cabinet in the following order, with the consent of the student leader:~~

Commented [PB4]: The proposed changes consolidates the line of succession and removes the requirement that the officer must have been elected to their position in the general election. Rationale – Executive leaders have the most knowledge of ASI operations due to their training and responsibilities and are best suited to carry out the position of President, regardless of whether they were appointed or elected.

~~ⓓ Vice President for Administration~~

~~ⓓ Vice President for Finance~~

~~ⓓ Vice President for Academic Governance~~

~~ⓓ Vice President for External Affairs and Advancement~~

~~ⓓ Chief of Staff~~

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~~the Vice President for Administration shall become President, only if the incumbent Vice President for Administration has been elected by the student body during a general or special election.~~

~~Clause 3. Should a vacancy occur in the office of the ASI President and should the office of the Vice President for Administration be unable to serve as President, the Vice President for Finance shall become President, only if the incumbent Vice~~

~~President for Finance has been elected by the student body during a general or special election. The Vice President for Finance is not permitted under Nonprofit Public Benefit Corporation Law for CFO to act concurrently as President. See Corporations Code Section 5213(a).~~

~~Clause 4. Should a vacancy occur in the office of the ASI President, and should the office of Vice President for Administration be vacated or should the incumbent Vice President for Administration be unable to serve as President, and should the office of the Vice President for Finance be vacated or should the incumbent Vice President for Finance be unable to serve as President, the Vice President for Academic Governance shall become President, only if the incumbent Vice President for Academic Governance has been elected by the student body during a general or special election.~~

~~Clause 5. Should a vacancy occur in the office of the ASI President, and should the office of the Vice President for Administration be vacated or should the incumbent Vice President for Administration be unable to serve as President, and should the office of the Vice President for Finance be vacated or should the incumbent Vice President for Finance be unable to serve as President, and should the office of the Vice President for Academic Governance be vacated or should the incumbent Vice President for Academic Governance be unable to serve as President, the Vice President for External Affairs and Advancement shall become President, only if the incumbent Vice President for External Affairs and Advancement has been elected by the student body during a general or special election.~~

~~Clause 6. Should a vacancy occur in the office of the ASI President, and should the office of the Vice President for Administration be vacated or should the incumbent Vice President for Administration be unable to serve as President, and should the office of the Vice President for Finance be vacated or should the incumbent Vice President for Finance be unable to serve as President, and should the office of the Vice President for Academic Governance be vacated or should the incumbent Vice President for Academic Governance be unable to serve as President, and should the office of the Vice President for External Affairs and Advancement be vacated or should the incumbent Vice President for External Affairs and Advancement be unable to serve as President, the Secretary/Treasurer shall become President, only if the incumbent Secretary/Treasurer has been elected by the student body during a general or special election.~~

Clause 7. Should the offices of the ASI President, the Vice President for Administration, and the Vice President for Finance, Vice President for Academic Governance, Vice President for External Affairs and Advancement, or ~~Secretary/Treasurer~~ Chief of Staff be vacated simultaneously, a special election for those offices shall be held.

~~Clause 8. Should the offices of the Vice President for Administration, the Vice President for Finance, the Vice President for Academic Governance, Vice President for External Affairs and Advancement, or the Secretary/Treasurer be vacated, the~~

Commented [PB5]: Vacancies for all BOD members is already stated above in Clause 1 and does not need to be repeated for the Executive positions separately.

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~~Board of Directors shall appoint a replacement. Vice Presidents appointed in this manner will not be eligible for appointment to the position of President by the Board of Directors.~~

- Section 2. **Recall/Removal.** Any elected or appointed Director may be subject to recall by action of the Board of Directors as prescribed by the Code of Procedures, or by petition containing signatures and campus identification numbers (CIN) of ten (10) percent of Associated Students, Inc. regular members.
- Clause 1. In the case of a college representative, any elected or appointed Director may be subject to recall by action of the Board of Directors as prescribed by the Code of Procedures, or by petition containing signatures and campus identification numbers (CIN) of ten (10) percent of Associated Students, Inc. regular members in the respective college. Only members from that college will be able to remove/recall their college representative.
- Clause 2. All persons wishing to circulate petitions for recall must register them with the Executive Director or designee, at which time all copies of the petition will be dated.
- Clause 3. The Vice President for Student Life or designee ensures that the recall petition is returned to the Associated Students, Inc. within twenty (20) working days. The enrollment status of all students whose signature and student identification number appears on the petition shall be verified by the University Registrar within ten (10) working days of receipt of the petition.
- Clause 4. Should such a petition be verified, a special election shall be called by the Associated Students, Inc. President within fifteen (15) working days of the verification date.
- Clause 5. A majority of votes cast for recall shall remove a director from office, providing that the total number of votes cast in the recall election equal or exceed the number cast for that director when elected, plus at least one-fifth (1/5) of the total number of votes cast for unsuccessful candidates for the election.
- Clause 6. In the event that a director was appointed to the Board of Directors under Article V, Section 1, Clause 1, or has succeeded to office under Article V, Section 1, Clauses 2, 3, and 5; the total number of votes cast in the recall election must equal or exceed the total number of votes cast for the director's predecessor, plus at least one-fifth (1/5) of the total number of votes cast for unsuccessful candidates for that office.
- Section 3. **Removal of Directors by the Board of Directors.** The Board of Directors may initiate action to remove any director through the removal procedures prescribed by the most recently revised edition of the Associated Students, Inc. Code of Procedures.
- Clause 1. Removal of a director for any reason will not invalidate any prior vote or actions on the part of that director.

ARTICLE VI

AUTHORITY, ACTIONS AND DUTIES OF DIRECTORS

Section 1. **Authority.** The Board of Directors shall have the power to conduct, manage and control the affairs and business of the corporation in conformity with the applicable federal and state laws including the California Education and Corporations Code, Title 5 of the California Administrative Code, applicable policies of the Board of Trustees of the California State University and the University, the Articles of Incorporation and these Bylaws.

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Clause 1. The Board of Directors shall, by two-thirds (2/3) vote of all directors have final authority in all cases involving interpretation of the Articles of Incorporation, Bylaws, Codes of Procedures, and ASI policies.

~~Clause 2. The Board of Directors shall have the authority to hire and dismiss employees and to establish policies regarding employee benefits, responsibilities, compensations, and grievance procedures.~~

Commented [PB6]: Recommended by ASI attorney for removal. HR functions should remain the responsibility of the ED for liability and HR practices.
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Section 2. **Action.** Any decision of the Board of Directors involving interpretations of the Articles of Incorporation, Bylaws, or any Codes is subject to reconsideration by the Board of Directors ~~at the request of the Judicial Review Committee, and~~/or the President of the University.

Section 3. **Duties of Directors**

Clause 1. ~~All Directors shall:~~

A. Submit bi-weekly reports throughout their term in office to the Chief of Staff and ASI President that details the times, dates, and places of their accomplishments and activities for the two-week period. Bi-weekly reports shall be due the day before BOD meetings.

B. Submit a State of Affairs report at the end of each semester to the Chief of Staff and ASI President that reflects their accomplishments, challenges, goals, and recommendations for the semester. These reports shall also address issues and problems facing ASI and the student body, the budget, committee membership, and report on the state of ASI's services and programs. State of Affairs reports shall be summarized by the President and shared publicly at the last BOD meeting of the semester to be considered and acted upon during the following semester.

C. Actively seek the opinions, needs, and feedback of Cal State LA students throughout their term in office by serving no less than four (4) hours each week engaging with students on campus in a meaningful and productive manner. Engagement hours may be served through events, meetings, tabling activities, office hours, or surveying students and shall be documented in their bi-weekly report.

D. Attend all ASI and University meetings required for their position. Absences, tardies, and early departures shall be reported to the Chair of each committee in advance and the chair shall have the sole responsibility to determine excused or unexcused absences or tardies. Missing or being tardy for more than 25% of the scheduled meetings in a given semester shall be deemed a dereliction of duties and the student leader may be brought to the Board of Directors for consideration of removal.

Commented [PB7]: Taken from the BOD Code of Procedures, now retired. Engagement hours replaces the previous requirement for "office hours" and "service hours", which equated to 4 hours per week.
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Clause ~~21~~. The Representatives-at-large shall:

- A. Ensure that all necessary activities and policies are initiated and implemented to benefit the student body at large.
- B. Actively seek out the opinions, needs and desires of students who do not have official representatives on the Board of Directors.
- C. Be a member of at least one of the Associated Students, Inc. committees.
- D. Submit a State of Affairs Report to the Board of Directors in accordance with the Code of Procedures.

Clause ~~32~~. The College Representatives shall:

- A. Be the official representatives of their respective Colleges.
- B. Actively seek the opinions, needs and desires of their constituents.
- C. Present to the Board of Directors for consideration, measures which might serve to resolve student-related problems encountered by their constituents.
- D. Be a member of at least two of the Associated Students, Inc. committee, or one University-wide committee may substitute for an ASI committee.
- E. Submit a State of Affairs Report to the Board of Directors in accordance with the Code of Procedures.

Clause ~~43~~. Executive Officers:

- A. The duties of the officers of the corporation are detailed in Article VIII of the Bylaws.

Section 4. **Liability of Directors of California State University Auxiliary Organizations.** The standard of responsibility the law imposes on directors of corporations is generally described as the degree of care which ordinary prudent individuals prompted by self-interest would exercise under similar circumstances in dealing with their own property. The ASI Directors are:

- A. Not liable for the debts, liabilities, or obligations of ASI; but may be held liable for losses suffered by ASI as a result of their poor judgment if they do not exercise reasonable diligence in seeking and analyzing the information that is available before they make corporate decisions.
- B. Liable to ASI for their own intentional acts that damage ASI and for losses resulting from gross negligence. Directors have a duty to be knowledgeable about corporate affairs. They may delegate management duties provided they retain general supervision over corporate activities; but Directors may not abdicate their duty to direct and may be chargeable with any losses resulting from failure to participate. In the absence of gross negligence, however, Directors are entitled to base their decisions on data supplied by their advisors. While Directors are not liable for the wrongful acts of employees or other agents of the corporation, Directors are liable to third parties for their own wrongful acts even though they are acting on behalf of ASI.
- C. Required to exercise their powers in good faith with a view to the interests of the corporation and agrees to subordinate their individual and private interests to their duty to the

corporation whenever the two conflict. In this regard, the California Education Code, Section 89906, says: "No member of the governing board of an auxiliary organization shall be financially interested in any contract or other transaction entered into by the board of which he is a member, and any contract or transaction entered into in violation of this section is void." Education Code, Section 89909, makes it unlawful for any member of the board of directors of an auxiliary organization to utilize information obtained by reason of membership on the board for personal gain; and the corporation may recover any such gain realized.

Section 5. **Annual Budget.** The Board of Directors shall submit a completed annual budget to the University President for approval no later than thirty (30) calendar days prior to the end of the fiscal year. The Board of Directors shall approve the appropriation of Associated Students, Inc. funds in accordance with Title 5, California Administrative Code, the Education Code and the Corporations Code of the State of California, and applicable policies of the Board of Trustees of the California State University. Implementation of any such provisions, however, is subject to the review and approval of the University President in accordance with Section 42402 of Title 5 California Code of Regulations. ASI's approved budget, audited financial statements, and tax forms shall be made available to the public via the ASI website.

Section 6. **Codes and Records.** The Board of Directors shall establish, enforce, and keep permanent record of these Bylaws, codes and rules, and regulations governing the affairs of the Associated Students, Inc.

Clause 1. The Board of Directors shall approve the creation or dissolution of any and all councils, commissions, and committees necessary for the efficient and effective operation of the Associated Students, Inc.

~~Clause 2. The Board of Directors shall establish its own Code of Procedures and keep a permanent record of minutes and records of all acts, resolutions, and business transacted, which shall be available to the public.~~

Clause 23. The Associated Students, Inc. Administrative Office shall maintain a digital archive of the annual minutes and records of the Associated Students, Inc.

Commented [PB8]: BOD voted to retire the BOD Code of Procedure as it was a duplicate of the Bylaws.

ARTICLE VII **MEETINGS OF THE BOARD OF DIRECTORS**

Section 1. **Regular Meetings.** ~~Meetings.~~ The regular meetings of the Board of Directors shall be held biweekly, when classes are in session, at a time to be set by the Board of Directors. Such meetings shall be held at Cal State LA.

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Section 2. **Emergency Meetings.** In the case of an emergency situation where prompt attention and action is required by the Board, a legislative body may hold an emergency meeting without 24-hour notice, as articulated in the Gloria Romero Open Meeting Act. Emergency meetings of the Board may be called at any time by the Associated Students, Inc. President. In the President's absence, inability, or refusal to do so, any two (2) members of the Board may call the Emergency meeting. ~~Additional meeting procedures shall be articulated in the Board of Directors Code of Procedure.~~

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Section 3. **Quorum.** Quorum shall be defined as a simple majority of the seated voting membership of the BOD. The Chair shall be counted for the purpose of establishing quorum.

Section 4. Meeting Procedures

Clause 1. ASI shall follow the current edition of Robert's Rules of Order wherever the Bylaws do not articulate specific meeting procedures. The Chief Justice shall serve as Parliamentarian for the Board of Directors meetings and shall sit at the table to take a speakers list, manage speaking time limits, and assist the Chair with meeting protocol.

Clause 2. The agenda shall be prepared by the President and ASI Executive Director with input from the Executive Cabinet.

Clause 3. The agenda shall be posted at least seventy-two (72) hours prior to a regular meeting, in accordance with the Gloria Romero Open Meeting Act of 2000. For a special meeting, the agenda shall be posted twenty-four (24) hours before the meeting.

Clause 4. No action or discussion may take place of items not on the agenda, unless deemed an emergency situation by 2/3 majority vote of the BOD.

Clause 5. Proxies shall not be allowed for BOD members who are not present.

Clause 6. A roll call vote shall be taken for any action at the discretion of the Chair, or at the request of any director. Secret ballots are not permitted.

Clause 7. The BOD may moved to closed session to consider personnel or legal matters for the Associated Students, Inc. Closing a meeting requires a majority vote of the BOD and once closed, only the named directors and advisors may be present, unless permission is granted for a guest to remain by the Chair. Audio recordings shall be stopped during closed sessions. Once the meeting is opened, the Chair shall state the outcome of any actions or decisions that occurred during closed session for the minutes.

ARTICLE VIII

OFFICERS

Section 1. **Officers** – The officers of this corporation shall be:

- A. ASI President
- B. ASI Vice President for Administration ~~who shall be the first (1st) Vice President~~
- C. ASI Vice President for Finance ~~who shall be the second (2nd) Vice President~~
- D. ASI Vice President for Academic Governance, ~~who shall be the third (3rd) Vice President~~
- E. ASI Vice President for External Affairs and Advancement ~~who shall be the fourth (4th) Vice President~~
- F. ASI ~~Secretary/Treasurer~~ Chief of

Staff

G. Detailed duties and responsibilities of the officers shall be captured and articulated in the approved position descriptions.

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Section 2. Responsibilities of the ASI President

The ASI President shall:

- A. Preside over the Board of Directors, the Executive Committee, and be a member of the Finance Committee.
- B. Have the power to recommend for appointment, and/or dismissal, with a majority approval of the entire Board of Directors; the Elections Commissioner, the students on the Instructionally Related Activities Board, the University-Student Union Nominating Committee, the Cal State LA Foundation, Cal State LA University Auxiliary Services, Inc.
- C. Have the power to recommend such appointments as the Bylaws or the Code of Procedures require, subject to a majority approval by the Board of Directors, and to fill vacancies, unless otherwise provided for in these Bylaws or Board of Directors Code of Procedures.
- D. Be the official representative of the Associated Students, Inc.
- E. Be a member of all Associated Students, Inc. committees, commissions, and councils
- F. Be responsible for the implementation of any policies and measures of the Associated Students, Inc. that are not under the jurisdiction of the committees, commissioners, councils, or other offices as specified in these Bylaws or the Code of Procedures.
- G. Shall assume the leadership and responsibilities as stated in Article IX, Section 1 and Section 7 of the Associated Students, Inc. Bylaws and appropriate Code of Procedure(s).
- H. Perform such other duties as may be prescribed by the Board of Directors, these Bylaws or the Code of Procedures Section 5213(a) of the California Corporations Code.

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Section 3. Responsibilities of the ASI Vice President for Administration.

The First Vice President shall:

- A. Coordinate the activities of all administrative units.
- B. Preside over the Cabinet of Commissioners and the Personnel Committee.
- C. Be a member of the Board of Directors, Executive, Personnel, Finance, Shared Governance, and the Strategic Planning Committees.
- D. Be a member of all administrative units.
- E. Have the power to recommend various commissioners for appointment and/or dismissal, with a simple majority consent of the Board of Directors.
- F. In the absence, disability, or at the request of the ASI President, perform all the duties of the ASI President; and when so acting, have all the powers of, and be subject to, all restrictions upon the Office of the President.
- G. Shall assume the leadership and responsibilities as stated in Article IX, Section 2 and Section 4 of the Associated Students, Inc. Bylaws and appropriate Code of Procedure(s).
- H. Have such other powers and perform such other duties as may be delegated by the ASI President, the Board of Directors, these Bylaws, or the Board of Directors Code of Procedure.

Section 5. Responsibilities of the ASI Vice President for Finance.

The Second Vice President shall:

- A. Coordinate the activities of all Finance units and will preside over the Finance Committee as Chair.
- B. Be a member of the Board of Directors, Executive, Personnel, Finance, Shared Governance, and Strategic Planning Committees.
- C. Clarify the role and responsibilities of CFO.
- D. Have the power to recommend for appointment and/or dismissal, with a majority approval of the entire Board of Directors, students to the position of Vice-Finance Chair.
- E. Shall assume the leadership and responsibilities as stated in Article IX, Section 3 and Section 8 of the Associated Students, Inc. Bylaws and appropriate Code of Procedure(s).
- F. Have such other powers and have such other duties as may be delegated by the Associated Students, Inc. President, the Board of Directors, these Bylaws, or the Code of Procedures. Note: The Vice President for Finance is *not* permitted under Nonprofit Public Benefit Corporation Law for CFO to act concurrently as President. See Corporations Code Section 5213(a).

Section 4. Responsibilities of the ASI Vice President for Academic Governance.

The Third Vice President shall:

- A. Coordinate the activities of all Academic Governance units
- B. Preside over the Cabinet for Academic Senators & Shared Governance Committee.
- C. Be a member of the Board of Directors, Executive, Personnel, Finance, Shared Governance, and Strategic Planning Committees.
- D. Have the power to recommend for appointment and/or dismissal, with a majority approval of the entire Board of Directors, students to University and Academic Senate committees, subcommittees and board.
- E. In the absence or disability of the ASI President and First Vice President shall, perform all the duties of the ASI President; and when so acting, shall have all the powers of, and be subject to all the restrictions of the Office of the President.
- F. Shall assume the leadership and responsibilities as a stated in Article IX, Section 5 of the Associated Students, Inc. Bylaws and appropriate Code of Procedure(s).
- G. Have such other powers and perform other such duties as may be delegated by the ASI President, the Board of Directors, these Bylaws, or the Board of Director Code of Procedures.

Section 5. Responsibilities of the ASI Vice President for External Affairs and Advancement.

The Fourth Vice President shall:

- A. Coordinate all lobbying activities and serve as Chair of the Legislative Affairs and Advocacy Committee, the Civic Engagement Committee, and Lobby Corps members.
- B. Be a member of the Board of Directors and Executive, Personnel, Finance, and Strategic Planning Committee.
- C. Have the power to recommend for appointment and/or dismissal, with a majority

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approval of the entire Board of Directors, students to the position of Vice Chair of Legislative Affairs and Advocacy Committee.

- D. Shall assume the leadership and responsibilities as stated in Article IX, Section 6 of the Associated Students, Inc. Bylaws and appropriate Code of Procedures.
- E. Have such other powers and have such other duties as may be delegated by the Associated Students, Inc. President, the Board of Directors, these Bylaws, or the Code of Procedures.

Section 6. Responsibilities of the ASI ~~Secretary/Treasurer~~ Chief of Staff.

The Secretary/Treasurer shall:

- A. Preside over the Strategic Planning Committee.
- B. Notify and conduct an orientation for all appointees of positions to which they have been assigned by the BOD.
- C. Process Grant-In-Aid requests with the input of the President, VPA, VPF, VPAG, and VPEAA in their roles as delineated earlier in these codes.
- D. Keep official record of the attendance of ASI members for all official required committee meetings to ensure accountability of ASI members.
- E. Be a member of the Board of Directors, Executive, Personnel, Finance, and Shared Governance Committees.
- F. Oversee accountability and quality control of ASI BOD Appointment & Interview Process and committee appointments.
- G. Shall assume the leadership and responsibilities as stated in Article IX, Section 9 of the Associated Students, Inc. Bylaws and appropriate Code of Procedure.
- H. Have such other powers and have such other duties as may be delegated by the Associated Students, Inc. President, the Board of Directors, these Bylaws, or the Code of Procedures.

ARTICLE IX

STANDING COMMITTEES

Section 1. ~~Executive Committee~~ Cabinet. The Executive ~~Committee~~ Cabinet shall coordinate the information, program, projects, and problems to be considered by the ASI Board of Directors. The Executive ~~Committee~~ Cabinet shall also provide general policy ~~guidelines~~ recommendations and ensure ASI's policies and procedures are in compliance with Title V of the California Cde of Regulations, CSU policies, Cal State LA rules, and non-profit laws. The Executive Cabinet may, and make specific decisions, in place of the entire Board of Directors only when the Board cannot be called together to act on an emergency matter. The establishment of a strategic plan and annual goals for the corporation, shall be initiated and recommended by the Executive Cabinet, in collaboration with the ASI Executive Director, ASI staff, and the University.

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Commented [PB10]: Strategic planning, policy review and revision (move from bylaws committee responsibilities)

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Clause 1. All decisions of the Executive Committee shall be reported to the Board of Directors and may be overturned by a simple majority vote of the Board of Directors present at the meeting.

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Section 2. **Personnel Committee.** The Personnel Committee shall act on behalf of the Board of Directors in all matters concerning the employees of the corporation. Such actions shall be in accordance with Title 5 of the California Code of Regulations, policies and directives of the Board of Trustees of the California State University ~~and Colleges,~~ ~~policies of the University,~~ the Articles of Incorporation, and these Bylaws.

Commented [PB11]: Based on the recommendation of legal counsel, the responsibility for hiring and dismissing employees shall be the responsibility of the ED and not a committee nor the Board. The Personnel Committee shall review the performance of the ED alone and shall be responsible for hiring the ED when the position is vacant.

Clause 1. The Personnel Committee shall ~~make recommendations to act on behalf of~~ the Board of Directors ~~regarding to hiring employees, dismissing employees,~~ establishing policies regarding employee benefits, ~~responsibilities~~ full-time staff position descriptions, compensations, and grievance procedures.

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Clause 2. The Personnel Committee shall make annual recommendations to the Board of Directors on personnel matters involving any changes in the level of budgetary support for employee compensation and benefits.

Clause 3. The Personnel Committee shall act on behalf of the Board of Directors as the hiring committee for the Executive Director and shall conduct, on an annual basis, a review of the performances of ~~the full-time employees~~ ASI Executive Director. Hiring, evaluations, and termination of the ED shall be reviewed and approved by the University President (or designee).

Section 3. **Finance Committee.** The Finance Committee shall act on behalf of the Board of Directors in all matters pertaining to income appropriation, and the safeguarding of ASI funds.

Clause 1. The Finance Committee shall make recommendations to the Board of Directors regarding allocation of funds.

Clause 2. The Finance Committee shall also prepare an annual budget which must be submitted to the ASI Board of Directors in sufficient time for review and approval in accordance with Article VI, Section 4 of these Bylaws.

Clause 3. The Finance Committee shall have responsibility for recommending the most appropriate investment of, and the safeguarding of ASI funds.

Section 4. ~~Cabinet of Commissioners~~ Community Engagement and Outreach Committee. The ~~Cabinet of Commissioners~~ This committee shall coordinate, plan, and ~~be responsible for execute~~ the activities of the ~~administrative programmatic~~ units of the ASI.

Commented [PB12]: Name changed with the recommendation of COC.

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Clause 1. All actions of the ~~Cabinet of Commissioners~~ Community Engagement and Outreach Committee must be reported to the Board of Directors. Once reported, the Board of Directors may reconsider the actions of the ~~Cabinet of Commissioners~~ Committee.

Clause 2. The members of the ~~Cabinet of Commissioners~~ committee shall be

governed by the most recent ~~Cabinet of Commissioners~~ Code of Procedure.

Section 5. ~~Cabinet of Academic Senators & Shared Governance Council~~. The Cabinet of Academic Senators ~~& Shared Governance Council (SGC)~~ shall serve as a means for ASI to connect with the students serving on the Academic Senate in order to coordinate efforts to support student needs, establish goals for ASI and the student Senators, and share reports and information throughout the year. ~~coordinate, plan, and be responsible for the actions of the Academic Governance units of the ASI.~~

~~Clause 1.~~ ~~All actions, discussions and recommendations of the SGC Cabinet of Academic Senators shall~~ must be reported to the Board of Directors. ~~Once reported the Board of Directors may reconsider the actions of the SGC.~~

~~Clause 2.~~ ~~The members of the SGC shall include, but shall not be limited to, the student senators of the Academic Senate.~~

~~Section 6.~~ Shared Governance Council. The Shared Governance Council (SGC) is established to provide a means for open communication between the students serving on Academic Senate and University-wide committees and ASI. Attendance at Shared Governance Council is mandatory for the ASI members who serve on committees, and optional for students at-large who serve on committees. Discussions and recommendations of the Shared Governance Council shall be reported to the Board of Directors

Section ~~7~~6. **Legislative Affairs and Advocacy Committee**. The Legislative Affairs and Advocacy Committee (LAAC) shall coordinate, plan, and be responsible for coordinating all ASI Lobby Corps efforts of ASI.

Clause 1. Review, research and make recommendations on, but not limited to, legislation emanating from the California State Legislature and United States Congress and make a recommenda list of legislative priorities and recommended action to the Board of Directors (B.O.D.) of ASI for approval by the third regularly scheduled meeting of the year.

Clause 2. The members of the Legislative Affairs and Advocacy Committee (LAAC) shall be governed by the most recent Legislative Affairs Committee Code of Procedure.

Section ~~8~~7. **Cabinet of College Representatives**. The Cabinet of College Representatives shall support college representatives by opening lines of communication and collaboration within University Colleges.

Clause 1. All actions of the Cabinet of College Representatives must be reported to the Board of Directors. Once reported, the Board of Directors may reconsider the actions of the Cabinet of College Representatives.

Clause 2. The members of the Cabinet of College Representatives shall be governed by the most recent Cabinet of College Representatives Code of Procedure.

Section ~~9~~8. **Funding Sub-Committee**. The Funding Sub-Committee shall act as the first step in a multi-level approval process in requests for appropriation of Associated Students, Inc. (ASI) funds in accordance with these A.S.I. Bylaws, the ASI Administrative Manual, and the Funding Sub-Committee Code of Procedure.

Clause 1. This committee is only granted the authority for allocations. This sole

Commented [PB13]: Description below only addresses SGC and not CAS. They are two separate committees and should have separate sections and charges.

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Commented [PB14]: Senators are not members of ASI and therefore ASI, nor the Bylaws have authority over their positions. CAS was established to create a connection between ASI and the Senate. Furthermore, Shared Gov is a separate committee with a separate function and should be represented in this way in the Bylaws.

authority of taking action on funding proposals as referenced in Article IV, Section 1, of the Finance Committee Code of Procedure - Policy 201.

Clause 2. All actions of the Funding Sub-Committee must be reported to the Board of Directors. As is the nature of a sub-committee; the Finance Committee, and ultimately the Board of Directors (BOD), have the power to reverse or change any action, or supplement for any lack of action, taken by committee.

Clause 3. The members of the Funding Sub-Committee shall be governed by the most recent Funding Sub-Committee Code of Procedure.

~~Section 9. **Strategic Planning Committee.** The Strategic Planning Committee shall assist the Board of Directors in recommending and directing, for their approval, the Associated Students, Inc. BOD towards their vision.~~

~~Clause 1. All actions of the Strategic Planning Committee must be reported to the Board of Directors. Once reported, the Board of Directors may reconsider the actions of the Strategic Planning Committee.~~

~~Clause 2. The members of the Strategic Planning Committee shall be governed by the most recent Strategic Planning Committee Code of Procedure.~~

Section 10. **Environmental Policy Committee.** The Environmental Policy Committee shall guide ASI's operations, programming, and policy development to be a more sustainable and environmentally friendly corporation. The committee shall use their allocated funds to educate and inform the Cal State LA community and encourage practices and policies for greater sustainability.

Clause 1. All actions of the Environmental Policy Committee must be reported to the Board of Directors. Once reported, the Board of Directors may reconsider the actions of the Environmental Policy Committee.

Clause 2. The members of the Environmental Policy Committee shall be governed by the most recent Environmental Policy Committee Code of Procedure.

~~Section 11. **Bylaws and Codes of Procedure Sub-Committee.** The Bylaws and Codes of Procedure Sub-Committee shall ensure that the governing documents, policies and procedures of ASI are in compliance with Title V of the Administrative Code of the State of California, Policy and Directives of the Board of Trustees of the California State University, Policies of the Cal State LA, the Articles of Incorporation, and these Bylaws.~~

~~Clause 1. All actions of the Bylaws and Codes of Procedure Sub-Committee must be reported to the Board of Directors. Once reported, the Board of Directors may reconsider the actions of the Bylaws and Codes of Procedure Sub-Committee.~~

~~Clause 2. The members of the Bylaws and Codes of Procedure Sub-Committee shall be governed by the most recent Bylaws and Codes of Procedure Sub-Committee Code of Procedure.~~

Section ~~12.11.~~ **Judicial Review Elections Committee.** The ~~Judicial Review Elections~~ Committee shall:

~~A. Review, upon appeal, decisions of the Board of Directors involving interpretations of the Articles of Incorporation, the Bylaws, and the Code of Procedures.~~

Commented [PB15]: Strategic planning and goal setting is the responsibility of the Exec and BOD. A task force or ad hoc committee may be called if needed to work on the strategic plan, but a standing committee is not necessary.

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Commented [PB16]: The responsibilities for the review and revision of policies has always been under the Executive Committee with help from the Bylaws committee. Based on the recommendations of the Exec and the Justices, the Bylaws committee will be retired.

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- ~~B.A. Certify and declare all election results.~~
- ~~B. Hear all alleged violations of election campaign rules and regulations, and/or irregularities in balloting procedures as set forth in the ASI Bylaws and Election Code.~~
- ~~C. Promote student leadership opportunities throughout the year and recruit students to fill vacancies in elected and appointed positions in ASI.~~
- ~~D. Resolve grievances between members of the ASI and the Board of Directors relative to the functioning of the ASI.~~
- ~~E. Hear other grievances and issues as referred to the Committees by the Board of Directors or the University President.~~

- ~~Clause 1. Membership. This committee shall consist of a Chief Justice, three (3) Associate Justices and one faculty member.~~
 - ~~A. The Chief Justice and the Associate Justice shall be recommended by the Associated Students, Inc. President and shall be approved by a two-thirds (2/3) vote of the entire Board of Directors.~~
 - ~~1. The justices may not hold or run for an elective or other appointive office of the Associated Students.~~
 - ~~2. The justices shall be regular members of the Associated Students, Inc. in good standing as defined by the University Registrar.~~
 - ~~B. The Faculty member shall be recommended by the Committee on Committees of the Academic Senate and shall be approved by a two-thirds (2/3) vote of the entire Board of Directors.~~

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- ~~Clause 2. Review. Any decision of the Board of Directors is subject to review in the following manner:~~
 - ~~A. The Board of Directors, by a majority vote, may present matters to the Judicial Review Committee.~~
 - ~~B. The Associated Students, Inc. President or the Chief Justice shall be obligated to convene a Judicial Review Committee upon receipt of a petition requesting such an action containing seventy-five (75) student signatures, with permanent file numbers, verified by the University Registrar.~~
- ~~Clause 3. Power. The Judicial Review Committee, after appropriate legal consultation, shall have the power to declare corporation actions contrary to the Articles of Incorporation, Bylaws, or any Code. Such declarations shall then be referred to the Board of Directors for immediate remedial action pursuant to Article VI, Section 1, Clause 1.~~
- ~~Clause 4. Procedures. The Judicial Review Committee shall:~~
 - ~~A. Establish its own Code of Procedures. This code shall be approved by the Associated Students Board of Directors.~~
 - ~~B. Submit its decisions in writing to the Associated Students Board of Directors for appropriate action and inclusion in the official minutes.~~

ARTICLE X

ELECTIONS

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Section 1. **Annual General Election.** There shall be an annual general election by the members of this corporation for the purpose of electing the officers of this corporation. Said election shall be conducted on the campus of California State University, Los Angeles. The election shall be held on a date or dates as may be determined by the Elections Committee under the rules set forth in the General-ASI Elections Code of Procedures ~~and approved by the Board of Directors.~~

- Clause 1. Notice of the time of such election shall be given at least three (3) weeks in advance and must be placed in various public places on the campus of Cal State LA and published in the following ways:
- A. Campus wide e-mails
 - B. The ASI website and/or the University

Times

Section 2. **Special Elections, Referendum, and Initiatives**

Clause 1. **Initiatives.** The ASI shall have the power to initiate policy, rules, or regulations at a Board of Directors meeting by means of a written petition. All persons wishing to circulate petitions must register them with the Executive Director or designee, at which time all copies of the petition will be dated. Petitions must be signed by at least three percent (3%) of the current members of the ASI with permanent file numbers, verified by the University Registrar as mentioned in Article V, Section 2, Clause 2. Upon presentation of the petition to the Board of Directors, that body shall act on said petition within a period of fifteen (15) school days. If the Board of Directors fails to take action requested in the petition, the petitioners may request a referendum, and the Board of Directors shall make provision for such an election as specified in Article XII, Section 2, Clause 2.

Clause 2. **Referendum.** Any policy, rules, or regulations adopted by the Board of Directors shall be subject to a referendum vote of the ASI-student body except emergency measures without permanent effects; procedural rules of the Board of Directors; any initiative on which the Board of Directors fails to take action in Clause 1 of this Section; or any matter on which the Board of Directors desires a vote of the general student body. A request for such vote made either by written petition signed by at least three percent (3%) of the members of the Associated Students with permanent CIN file numbers, verified by the University Registrar; or two-thirds (2/3) vote of the Board of Directors, shall necessitate a special election within thirty (30) school days after said petition has been filed, or after such action by the Board of Directors.

- A. To pass, a referendum requires a ~~the majority of the votes~~ vote in favor of the total votes cast by the regular members of ASI. ~~ASI shall be sufficient to uphold the referendum in an election.~~

Clause 3. Notice of the time and place of the special election shall be given at least seven (7) days in advance and shall contain a general statement of the purposes and matters to be considered. Notice of the special election must be placed in various public places on the campus of CSULA and published in the following ways:

1. Campus wide e-mails
2. The ASI website and/or the University Times
- Clause 4. Special elections for other purposes may be called by two-thirds (2/3) vote of the Board of Directors or by petition of five percent (5%) of the whole student body, and shall be conducted in a way consistent with other paragraphs of this section.

ARTICLE XI _____ **INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS**

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- Section 1. **Right of Indemnity.** To the fullest extent permitted by law, the corporation shall indemnify its Directors, Officers, employees, and other persons described in Section 5238 (a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that Section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this Bylaw, shall have the same meaning as in Section 5238 (a) of the California Corporations Code.
- Section 2. **Approval of Indemnity.** On written request to the Board by any person seeking indemnification under Section 5238 (b) or Section 5238 (c) of the California Corporations Code, the Board shall promptly determine under Section 5238 (e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238 (b) or Section 5238 (c) has been met and, if so, the Board shall authorize indemnification.
- Section 3. **Advancement of Expenses.** To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding covered by those Sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.
- Section 4. **Insurance.** The corporation shall have the right to purchase and maintain insurance to the 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 XII _____ **MISCELLANEOUS PROVISIONS**

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- Section 1. **Conflict of Regulations.** In the event that a provision of code, or other regulation of a commission, Committee, Council, or other organization of this corporation be in conflict with the Articles of Incorporation and Bylaws of this corporation, these

Articles of Incorporation and Bylaws shall prevail.

- Section 2. **Signature on Petitions.** To be valid, the signatures on a petition must be accompanied by the student's permanent file CIN number and each page of the petition must contain a statement of a purpose of that petition.
- Section 3. **Fiscal Year.** The fiscal year of this corporation shall be a period of twelve (12) months between the first of July and the thirtieth of June of the succeeding year.
- Section 4. **No Corporate Members.** The Corporation shall have no members as that term is defined in Section 5056 of the California Corporations Code, or in any successor statute thereto. Any Corporate action which would otherwise require approval by a majority of all members or approval by the members of the Corporation shall require only approval of the Board of Directors.
- Section 5. **Amendments & Revisions.** The Bylaws of this corporation may be amended or revised by a majority of the votes cast by the regular membership of this corporation in general or special election or by a two-thirds (2/3) majority of the Board of Directors.
- Clause 1. All amendments and revisions to the Bylaws approved by the Board of Directors shall go into effect immediately and must be reported to the regular membership of ASI within 15 business days.
- Clause 2. Amendments and revisions approved by the Board of Directors may be rescinded by the regular membership of this corporation at the following general or special election. This process shall be as follows:
- A. Any amendment or revision may be subject to rescission by petition containing signatures and campus identification numbers (CIN) of one (1) percent of ASI regular members.
 - i. All persons wishing to circulate petitions for recall must register them with the Executive Director or designee, at which time all copies of the petition will be dated.
 - B. The Vice President for Student Affairs or designee ensures that the rescission petition is returned to the Associated Students, Inc. within twenty (20) working days. The enrollment status of all students whose signature and student identification number appears on the petition shall be verified by the University Registrar within ten (10) working days of receipt of the petition.
 - C. An amendment or revision shall be rescinded by a majority of the votes cast by the regular membership.
- Clause 3. An amendment may be proposed by a regular member to the Board of Directors in writing:
- A. By three percent (3%) of the regular membership. Signatures and CIN numbers shall be verified by the University Registrar; or
 - B. By a majority vote of the Executive Committee to the Board of Directors
- Clause 4. A copy shall be published in the University Times at least seven (7) school days prior to the day of the special election.

A. Such copy may be accompanied by a proponent and opponent position, neither of which shall exceed two hundred fifty (250) words.

Clause 5. The Board of Directors shall call a special amendment election in not less than fifteen (15) or more than thirty (30) school days following the presentation of the proposed amendment to the Board of Directors.

Section 6. The Board of Directors shall be responsible for making any necessary corrections to modify the Bylaws to conform with the most current federal or state laws, Chancellor directives and University written policies. A two-thirds (2/3) vote of the entire Board of Directors is necessary to make such changes.

Section 7. The University President or designee shall serve as non-voting board advisor to all Associated Students, Inc. commissions, committees, and councils.

Section 8. Title 5 of the California Code of Regulations, the Education Code of the State of California, and the Articles of Incorporation of the Associated Students, Inc. at Cal State LA supersede these Bylaws.

Section 9. The Associated Students, Inc. shall be subject to an annual audit by a firm of certified public accountants as provided in Section 89900(a) of the California Education Code.

Policy History			
Date Approved:	8/3/79	Date Revised:	2/99
Effective Date:	3/3/80	Date Revised:	4/99
Date Revised:	2/89	Date Revised:	10/00
Date Modified:	10/91	Date Revised:	04/04
Date Revised:	2/92	Date Revised:	05/11
Date Revised:	3/92	Date Revised:	05/12
Date Revised:	9/94	Date Revised:	11/12
Date Revised:	10/94	Date Revised:	8/7/14
Date Revised:	8/96	Date Revised:	11/17/16
Date Revised:	6/98	Date Revised:	10/19/17
Date Revised:	8/98	Date Revised:	11/15/18
Date Revised:	3/25/2021	Date Revised:	2/10/22
Date Revised:	3/25/22	Date Revised:	9/8/22
Date Revised:	TBD		

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