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ASSOCIATED STUDENTS, INC.

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## ASI BYLAWS – POLICY 001

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### 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

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, Room 203, Los Angeles, California 90032.

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

- A. ASI President
- B. ASI Chief of Staff
- C. ASI Vice President for Community Engagement (VPCE)
- D. ASI Vice President for Finance (VPF)
- E. ASI Vice President for University Affairs (VPUA)
- F. ASI Vice President for External Affairs (VPEA)
- 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. 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, California Code of Regulations (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 participants 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 [Executive Order 1068-Student Activities](#), under the Minimum Qualifications for Student Office Holders:

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:**

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 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 (EO 1068).
- 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.
- Clause 7. Executive Officers must be 18+ years old, due to the nature of their position to oversee the functions of ASI, the requirement to sign certain documents for the corporation, and the need to travel.

**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 shall govern all matters pertaining to the special and general elections of ASI.
  - Clause 2. No person shall file for more than one elective office at any one election. 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. All unopposed candidates for a given position will have their names placed on the ballot along with an option for a no-confidence vote. If the total number of no confidence votes exceeds the total number of votes cast for the candidate, the office will be deemed vacant.

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.** Vacancies occur when any Board of Director member, during the term of office, resigns, ceases to be a student at Cal State LA, or no longer qualifies for office; and if any office is not filled during the general election.

Clause 1. In the event a director (other than the ASI President) ceases to be a director due to death, resignation, disqualification, removal, leave of absence, or is determined to be ineligible by 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 Board of Directors.

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, and announced in writing to the Board of Directors, the university administration, and the student body:

- Chief of Staff
- Vice President for Community Engagement
- Vice President for Finance
- Vice President for University Affairs
- Vice President for External Affairs

Clause 3. Should the offices of the ASI President, the Vice President for Community Engagement, and the Vice President for Finance, Vice President for University Affairs, Vice President for External Affairs, and Chief of Staff be vacated simultaneously, a special election shall be held.

Section 2. **Recall.** Any elected or appointed Director may be subject to recall by the Student Body through a petition containing signatures and campus identification numbers (CIN) of ten percent (10%) of Associated Students, Inc. regular members.

Clause 1. Anyone intending to initiate a recall must submit a Notice of Intention in writing to the ASI Executive Director. The Executive Director shall work with the AVP/Dean of Students to identify a Recall Official to oversee the recall process and work with the student(s) as they follow the procedure as articulated in the Administrative Procedure for ASI Recall.

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 in the Student Leader Handbook. Removal of a Director requires a 2/3 majority vote of the BOD and is effective immediately.

- Section 4. **Administrative Removal.** The University has the right and responsibility to remove Directors for a student leader’s failure to meet eligibility or for conduct that violates campus policy. Administrative removal shall be clearly communicated in writing to the student leader and allows the student to respond to the allegations or eligibility status. Administrative removal is immediate and final.
- Section 5. 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.

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.

Cal State LA delegates the responsibility to select and recommend student appointees to university-wide committees, under CSU Policy ([AA 2011-05](#)), and shall be responsible for appointing student representatives to Auxiliary Boards.

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 and/or the President of the University.

Section 3. **Duties of Directors**

Clause 1. Attendance

- A. Students, by their application to a position in ASI, realize the responsibilities necessary to function as an active participant of student governance on campus. The Board of Directors and members of committees are empowered by the Student Body to act on their behalf and therefore, shall meet the expectations as representatives and be present at meetings and be active participants in all proceedings.
- B. **Meetings:** Every student leader shall attend all ASI and University meetings required for their position. Meetings shall begin promptly at the scheduled time and Directors must be in place and ready for the meeting at that time. Attendance shall be recorded at all official meetings of the Board and standing committees during roll call, and reported to the Chief of Staff who shall maintain the attendance records for ASI. Members absent during roll call shall be reported as tardy or absent, and at the discretion of the Chair, will be deemed excused or unexcused. If a student leader anticipates they will miss a meeting, will be late, or needs to leave early, they must inform the Chair of the committee prior to the start of the meeting. Unexcused absences and tardies shall be considered a dereliction of one’s duties and the student leader may be brought to the Board of Directors for consideration of removal.
  - a. **Excused:** Members may request an excused absence, excused tardy, or early departure by contacting the chair at least 24 hours prior to the scheduled meeting. In the case of an absence due to an emergency, the member should contact the Chair as

soon as possible. The Chair shall determine if an absence or tardy is excused, which will be recorded in the minutes and reported to the Chief of Staff.

- b. **Unexcused:** Unexcused absences and tardies shall be recorded by the Chair and reported in the meeting minutes and to the Chief of Staff.
  - c. The *Student Leader Handbook* outlines the maximum number of excused and unexcused tardies and absences allowed. Members who exceed the acceptable number of tardies and/or absences (excused or unexcused) may be brought to the Board of Directors to be held accountable for failure to meet the attendance expectations. The Board shall have the authority to assign sanctions up to and including removal.
- C. **Training:** Attendance at required training sessions and orientations is mandatory and necessary for student leaders to understand their roles and responsibilities. Training sessions include but are not limited to: orientation and onboarding, summer meetings, the summer training retreat, and the mid-year training retreat.
- D. **Regular meetings with your Direct Report:** It is the responsibility of each Director to attend all individual meetings with their Direct Report.

Clause 2.

All Directors shall:

- A. Submit biweekly reports throughout their term in office detailing their engagement with the student body and the fulfillment of their duties for the two-week period. Biweekly reports shall be submitted prior to BOD meetings to the Chief of Staff and the Administrative Coordinator. A schedule of the biweekly deadlines shall be shared at the start of each semester.
- B. Submit an Impact 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 following 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. Impact 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 biweekly report.
- D. Be held accountable for their responsibilities through one-on-one meetings with their Direct Report and advisor, which may include performance reviews and warnings.

Clause 3.

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 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.

Clause 4.

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. committees (one University-wide committee may substitute for an ASI committee).

Clause 5. Executive Officers:

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

## **ARTICLE VII**

## **MEETINGS OF THE BOARD OF DIRECTORS**

- Section 1. **Regular 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 prior to the start of term.
- 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.
- 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 of Staff shall serve as Parliamentarian for the Board of Directors meetings and shall 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 at least 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 move 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 voting directors and named advisors may be present, unless the Chair grants permission for a guest to remain. Audio recordings shall be stopped during closed sessions. Once the meeting is reopened, the Chair shall state the outcome of any actions or decisions that occurred during the closed session for the minutes.



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

- A. ASI President
- B. ASI Chief of Staff
- C. ASI Vice President for Community Engagement
- D. ASI Vice President for Finance
- E. ASI Vice President for University Affairs
- F. ASI Vice President for External Affairs
- G. Detailed duties and responsibilities of the officers shall be captured and articulated in the approved position descriptions.

Section 2. **Responsibilities of the ASI President**

The ASI President shall:

- A. Preside over the Board of Directors and the Executive Cabinet.
- B. Have the power to recommend for appointment and/or dismissal, with a majority approval of the Board of Directors, the students on the Instructionally Related Activities Board, the University-Student Union Nominating Committee, the Cal State LA Foundation, and the Cal State LA University Auxiliary Services, Inc. Board.
- 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 Codes 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 for Chairing committees as stated in Article IX, 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 Section 5213(a) of the California Corporations Code.

Section 3. **Responsibilities of the ASI Vice President for Community Engagement**

The Vice President shall:

- A. Coordinate the activities of all programmatic units of ASI.
- B. Be a member of the Board of Directors, Executive Cabinet, Personnel, and Finance Committees.
- C. Have the power to recommend commissioners for appointment and/or dismissal, with a simple majority consent of the Board of Directors.
- D. Shall assume the leadership and responsibilities for Chairing committees as stated in Article IX, of the Associated Students, Inc. Bylaws and appropriate Code of Procedure(s).
- E. Have other responsibilities and duties as may be delegated by the ASI President, the Board of Directors, these Bylaws, or the Code of Procedures.

Section 4. **Responsibilities of the ASI Vice President for Finance**

The Vice President shall:

- A. Coordinate ASI's financial affairs and Chair the Finance Committee..

- B. Be a member of the Board of Directors, Executive, and Personnel Committees.
- C. Shall assume the leadership and responsibilities for Chairing committees as stated in Article IX, of the Associated Students, Inc. Bylaws and appropriate Code of Procedure(s).
- D. Have other responsibilities and duties as may be delegated by the ASI President, the Board of Directors, these Bylaws, or the Code of Procedures.
- E. 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 5. Responsibilities of the **ASI Vice President for University Affairs**

The Vice President shall:

- A. Coordinate the activities and provide support to the Student Senators serving on the Academic Senate
- B. Be a member of the Board of Directors, Executive Cabinet, Personnel, and Finance Committees.
- C. Have the responsibility to recommend and appointment students to University and Academic Senate committees.
- D. Shall assume the leadership and responsibilities for Chairing committees as a stated in Article IX, of the Associated Students, Inc. Bylaws and appropriate Code of Procedure(s).
- E. Have other responsibilities and duties as may be delegated by the ASI President, the Board of Directors, these Bylaws, or the Code of Procedures.

Section 6. Responsibilities of the **ASI Vice President for External Affairs**

The Vice President shall:

- A. Coordinate all advocacy efforts for ASI
- B. Be a member of the Board of Directors and Executive, Personnel, and Finance Committees.
- C. Shall assume the leadership and responsibilities for Chairing committees as stated in Article IX, of the Associated Students, Inc. Bylaws and appropriate Code of Procedure(s).
- D. Have other responsibilities and duties as may be delegated by the ASI President, the Board of Directors, these Bylaws, or the Code of Procedures.

Section 7. Responsibilities of the **ASI Chief of Staff**

The Chief of Staff shall:

- A. 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.
- B. Serve as the recording secretary and vice chair of the BOD.
- C. Notify and conduct an orientation for all appointees of positions to which they have been assigned by the BOD.
- D. Process biweekly reports with the review and approval of the Executive Cabinet officers in their roles as delineated earlier in these codes.
- E. Keep official record of the attendance of ASI members for all official required committee meetings to ensure accountability of ASI members.
- F. Be a member of the Board of Directors, Executive, Personnel, Finance, and Cabinet of College Representatives.
- G. Oversee accountability and quality control of ASI BOD Appointment & Interview Process

- and committee appointments.
- H. Shall assume the leadership and responsibilities for Chairing committees as stated in Article IX, of the Associated Students, Inc. Bylaws and appropriate Code of Procedure.
- I. Have other responsibilities and duties as may be delegated by the ASI President, the Board of Directors, these Bylaws, or the Code of Procedures.

**ARTICLE IX**

**STANDING COMMITTEES**

Section 1. **Executive Cabinet.** The Executive Cabinet shall coordinate the information, programs, projects, and issues to be considered by the ASI Board of Directors. The Executive Cabinet shall also provide general policy recommendations and ensure ASI’s policies and procedures are in compliance with Title V of the California Code of Regulations, CSU policies, Cal State LA rules, and non-profit laws. The Executive Cabinet may make decisions in place of the entire Board of Directors in case of an emergency and only when the Board cannot be called together. 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. The ASI President shall Chair the Executive Cabinet.

Clause 1. All decisions of the Executive Cabinet 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.

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, the Articles of Incorporation, and these Bylaws. The Chief of Staff shall Chair the Personnel Committee.

Clause 1. The Personnel Committee shall act on behalf of the Board of Directors to establish policies regarding employee benefits, full-time staff position descriptions, compensation, and grievance procedures.

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 performance of the 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. The Vice President for Finance shall Chair the Finance Committee.

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. **Community Engagement and Outreach Committee (CEO).** This committee shall coordinate, plan, and execute the activities of the programmatic units of the ASI. The Vice President for Community Engagement shall Chair the CEO Committee.
- Clause 1. All actions of the 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 Committee with a majority vote of the Board.
- Clause 2. The members of the committee shall be governed by the most recent Code of Procedure.
- Section 5. **Shared Governance Council (SGC).** The Shared Governance Council 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. The Vice President for University Affairs shall Chair the Shared Governance Council.
- Section 6. **Legislative Affairs and Advocacy Committee (LAAC).** The Legislative Affairs and Advocacy Committee shall coordinate, plan, and be responsible for the legislative and advocacy efforts of ASI. The Vice President for External Affairs shall Chair the Legislative Affairs and Advocacy Committee.
- 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 recommended list of legislative priorities and recommended action to the Board of Directors (BOD) 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 7. **Cabinet of College Representatives (CCR).** The Cabinet of College Representatives shall support college representatives by opening lines of communication and collaboration within University Colleges. The Chair for the Cabinet of College Representatives shall be selected by the Cabinet members and appointed by the Cabinet with a majority vote. The Chief of Staff shall chair the Cabinet until the permanent chair is elected or in case of a vacancy.
- 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 8. **Environmental Policy Committee (EPC).** 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 procedures for greater sustainability. The Civic Engagement Officer shall Chair the Environmental Policy Committee.
- 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 9. **Elections Committee.** The Elections Committee shall:

- A. Oversee the candidate campaigning and voting outreach for ASI elections.
- 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.

## ARTICLE X

## ELECTIONS

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. Said election shall be conducted on the campus of California State University, Los Angeles. The election shall be held on a date or dates to be determined by the Elections Committee under the rules set forth in the [ASI Elections Code](#).

Clause 1. Notice of the time of such an 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 regular members of ASI shall have the power to initiate policy, rules, or regulations at a Board of Directors meeting by means of a written petition. A student wishing to circulate a petition must register them first 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 ASI with permanent CIN numbers verified by the University. Upon presentation of the petition to the Board of Directors, the body shall act on said petition within a period of fifteen (15) school days.

Clause 2. **Referendum.** Any policy, rules, or regulations adopted by the Board of Directors shall be subject to a referendum vote of the student body except emergency measures without permanent effects; procedural rules of the Board of Directors; or any matter on which the Board of Directors desires a vote of the general student body. A request for such a vote may be 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; or by a two-thirds (2/3) vote of the Board of Directors. Upon approval, the Elections Committee shall be called to establish a timeline for a special election or shall determine if the issue may be incorporated into the General Election in the spring semester.

- A. To pass, a referendum requires a majority vote in favor of the total votes cast by the regular members of ASI.

Clause 3. Notice of the time and place of the special election shall be given at least seven (30) 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 the ASI Elections Code.

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

Section 1. **Right of Indemnity.** To the fullest extent permitted by law, the corporation shall indemnify its Directors, Officers, employees, and other persons described in Section 5238 (a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that Section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this Bylaw, shall have the same meaning as in Section 5238 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**

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, the 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 purpose for the petition.

Section 3. **Fiscal Year.** The fiscal year of the 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 vote 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, and be reported to the California State University Office of the Chancellor, as required by policy.

Clause 2. Amendments and revisions approved by the Board of Directors may be rescinded by the regular membership of this corporation at the next 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 and Enrollment Management (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 Cabinet to the Board of Directors.

Clause 4. A copy shall be published on the ASI website and emailed to the Student Body at least seven (7) school days prior to the day of the special election. The copy may be accompanied by proponent and opponent position statements, neither of which shall exceed two hundred fifty (250) words.

Clause 5. The Board of Directors shall call a special amendment election in no less than fifteen (15) days or no 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 of California State University, Los Angeles, Inc. 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	Revised:	3/3/80
Revised:	2/1989	Revised:	10/1991
Revised:	2/1992	Revised:	3/1992
Revised:	9/1994	Revised:	10/1994
Revised:	8/1996	Revised:	6/1998
Revised:	8/1998	Revised:	4/1999
Revised:	10/2000	Revised:	4/2004
Revised:	5/2011	Revised:	5/2012
Revised:	11/2012	Revised:	8/7/14
Revised:	11/17/16	Revised:	10/19/17
Revised:	11/15/18	Revised:	3/25/21
Revised:	2/10/22	Revised:	3/25/22
Revised:	9/8/22	Revised:	5/11/23
Revised:	2/20/25		