

BYLAWS
OF THE
CALIFORNIA STATE UNIVERSITY, BAKERSFIELD
STUDENT UNION

ARTICLE I

Purposes

The Corporation shall have such purposes as are appropriate to auxiliary organizations of the California State University and as are now or may hereafter be set forth in its Articles of Incorporation.

ARTICLE II

Powers

The Corporation shall have such powers as are now or may hereafter be granted by the laws governing auxiliary organizations of the California State University and by the Nonprofit Corporation Law of the State of California, except as limited by the provisions of its Articles of Incorporation or these Bylaws.

ARTICLE III

Offices

The Corporation shall have and continuously maintain in the County of Kern, State of California, a principal office for the transaction of the Corporation's business.

ARTICLE IV

Membership

Section 1. Members. This Corporation shall have no members other than the persons constituting its Board of Directors. The persons constituting its Board of Directors shall, for the purpose of any statutory provision or rule of law relating to nonprofit corporations otherwise, be taken to be the members of such corporation and exercise all the rights and powers of members thereof.

Section 2. Distribution on Dissolution. Upon the liquidation, dissolution, winding up or abandonment of the Corporation, the assets remaining after the payment or provision for the payment of all debts and liabilities of the Corporation shall be distributed as specified in the Articles of Incorporation; provided, however, that any distributee must at the time of distribution satisfy the qualifications set fourth in said Articles.

ARTICLE V

Board of Directors

Section 1. Definition of Terms. For the purpose of these Bylaws, "Board of Directors" or "Board" refers to the Board of Directors of the Corporation; and "University" refers to California State University, Bakersfield.

Section 2. General Powers. All the business and affairs of the Corporation shall be managed and controlled by the Board of Directors.

Section 3. Membership of the Board of Directors. The Board of Directors shall have the following members:

- a) One (1) faculty member of the University designated by the University President upon recommendation of the Academic Senate to serve a two (2) year term.
- b) One (1) alumnus of the University designated by the University President upon recommendation of the Alumni Association to serve a two (2) year term.
- c) Five (5) students of the University appointed by the Board of Directors to serve two (2) year terms. The initial student Directors shall serve one (1) or two (2) year terms as determined by the Board of Directors. Initial appointments of these student Directors will involve advertisement of openings in appropriate campus media, review of qualifications and interviews by a committee of the Board of Directors, recommendations of appointees, and appointments by the Board of Directors. These five (5) students shall not simultaneously serve on the A.S.I. Board of Directors.
- d) Ex-officio voting members:
 - One (1) University President or designee.
 - One (1) University Vice President for Student Affairs or designee.
 - One (1) University Vice President for Business & Administrative Services or designee.
 - One (1) University Director of Student Activities or designee.
 - One (1) Associated Students President or designee.
 - One (1) Associated Students Vice President for Programming and Publicity or designee.

- e) Ex-officio non-voting members:
 - One (1) Director, Student Union or designee.
 - One (1) University Fiscal Officer or designee.

The ex-officio membership shall automatically expire at the time the person holding such membership ceases to hold the position which qualifies him or her therefore. The members of the Board of Directors, from time to time, may appoint one or more persons as additional ex-officio members of the Board of Directors. Such persons, while serving as ex-officio members of the Board of Directors, shall be entitled to all of the rights and privileges of Directors, but shall not vote nor can they be counted in determining the existence of a quorum. This Section 3 is not subject to amendment, change or alteration in any of its clauses or provisions without the consent of the University President.

Section 4. Additional Qualifications of Student Directors.

- a. The authorized number of student Directors shall be seven (7) until changed by an amendment of these Bylaws.
- b. The five (5) student Directors appointed by the Board shall have the following qualifications:
 - 1) All (5) students shall be currently enrolled and in good standing. Undergraduate and graduate candidates for Director must have earned no fewer than six (6) quarter units of academic credit, taken at California State University, Bakersfield with a cumulative grade point average of 2.25 or better during the twelve (12) months immediately preceding the term as Director. Candidates must also earn a minimum of six (6) academic credits during the term in which they have been elected, maintaining a 2.25 cumulative grade point average.
 - 2) Undergraduate and graduate student Director incumbents must earn, with a cumulative grade point average of 2.25 or better, a minimum of six (6) units of academic credit each term while in office, excluding summer session.
 - 3) Candidates and incumbents shall not be on either academic probation or under disciplinary sanction.
 - 4) Ex-officio student Directors are subject to the qualifications applicable to the Associated Students positions they hold.

Section 5. Term of Office of Directors: All Directors, other than those Directors holding office as ex-officio Directors pursuant to Section 3 of this Article V, shall serve terms of one (1) or two (2) years commencing on June 1 and

ending on May 31. The initial term for Directors serving a one (1) year term shall commence on the date of appointment and end on May 31, 1995, and for those initial Directors serving two (2) year terms shall commence on the date of appointment and end on May 31, 1996.

Section 6. Resignation and Removal: Any appointed or designated Director may resign from the Board at any time by giving written notice to the Chair, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Directors, other than ex-officio Directors or their designees, may be removed from office for cause by a majority vote of the Board of Directors at any regular meeting of the Board at which a quorum is present, and may also be removed from office at any special meeting at which a quorum is present if notice of the meeting and proposed action has been posted seven (7) days prior to the meeting. A Director (other than an ex-officio member of the Board or his or her designee) may be removed from office if he or she fails to attend three consecutive meetings of the Board of Directors without being excused there from. A student may be exempt if his or her class schedule conflicts with a meeting of the Board, providing he or she notifies the Chair three (3) days prior to the meeting.

Section 7. Vacancies: Vacancies in all ex-officio Director positions shall be filled by the persons assuming their duties, whether on an acting or permanent basis. Vacancies in positions held by students appointed by the Board of Directors and in positions held by alumni or faculty members shall be filled in the manner in which those positions were originally filled. Vacancies will automatically reduce the number of Directors constituting a quorum.

Section 8. Compensation of Directors: No Director shall receive any salary or other similar compensation for any services as a Director; however, the Board of Directors may authorize in advance the reimbursement of actual and necessary expenses incurred by individual Directors performing duties as Directors.

ARTICLE VI

Meetings of the Board of Directors

Section 1. Place of Meeting: All meetings of the Board of Directors shall be held at the office of the Corporation or at such other place as may be designated for that purpose from time to time by the Board.

Section 2. Annual Meeting: A regular annual meeting of the Board of Directors shall be held in the spring of each year. Such meeting shall be held at the principal office of the Corporation or at such other time and place as the Board of Directors may from time to time designate. Such meeting shall

be for the purpose of electing officers of the Corporation and for the transaction of such other business as may come before the meeting.

- Section 3. Regular Meetings: Regular meetings of the Board of Directors shall be held no less than quarterly upon notice in accordance with Section 5 of this Article VI.
- Section 4. Open Meetings. In conformity with Education Code Section 89920 et seq., all meetings of the Board shall be open and public, and all persons shall be permitted to attend any meeting of the Board, provided, however, that the Board may hold closed sessions during any meeting to consider those matters that may lawfully be considered in such sessions.
- Section 5. Notice of Meeting: Notice of the time and place of any regular meeting of the Board of Directors shall be given at least seven (7) days previous thereto by written notice delivered personally or sent by mail or telegram to each Director at his or her address as shown on the records of the Corporation. If mailed, such notice shall be deemed to be delivered the next day during which regular mail deliveries are made after the day such notice is deposited in the United States Postal Service in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. The notice of a special meeting of the Board shall be delivered at least twenty-four (24) hours prior to meeting and shall specify the time and place of the meeting. The business to be transacted at any regular or special meeting of the Board shall be specified in the notice of such meeting.
- Section 6. Quorum: A quorum will be a simple majority of the voting Directors in office. The Board of Directors at a meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of a Director or Directors, if any action taken is approved by at least a majority of the required quorum for that meeting.
- Section 7. Minutes of Meetings and Conduct: Regular minutes shall be completed within four work days of each meeting. The proceedings of the Board of Directors shall be kept in a book provided for that purpose. The Chair shall preside at meetings of the Board of Directors. The Board of Directors may adopt its own rules of procedure insofar as such rules are not inconsistent with, or in conflict with, these Bylaws, the Articles of Incorporation of the Corporation or with the law.

ARTICLE VII

Officers

- Section 1. Officers. The officers of the Corporation shall be a Chair, Vice Chair, Secretary and Treasurer. The Corporation, at the discretion of the Board of Directors, may have additional officers. All officers shall be selected from among the Directors. Any number of offices may be held the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the Chair of the Board.
- Section 2. Election and Terms of Office: The initial officers of the Corporation, except those officers that are ex-officio, will be appointed by the University President and subsequently will be elected by the Board of Directors at its annual meeting as provided in Article VI, Section 2. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may conveniently be scheduled. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office for a term of one (1) year and until his or her successor has been elected, unless he or she shall sooner resign, be removed, or become ineligible to continue to serve in such capacity.
- Section 3. Removal and Resignation. The Chair and Vice Chair elected by the Board of Directors may be removed by the Board of Directors at which a quorum is present whenever, in their judgment, the best interests of the Corporation would be served thereby. Any officer may resign at any time by giving written notice to the Board of Directors and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.
- Section 4. Vacancies: A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term. Vacancies shall be filled at the first meeting following the vacancy.
- Section 5. Chair: The Chair shall be elected from among the Directors of the Corporation and shall preside at all meetings of the Board of Directors and shall exercise and perform such other powers and duties as are provided for in the Bylaws, or as the Board of Directors may prescribe from time to time. The Chair shall be an ex-officio member of all committees which may be from time to time elected or appointed. The Chair shall be a student.
- Section 6. Vice Chair: In the absence of the Chair, the Vice Chair shall perform the duties of the Chair. The Vice Chair does not have to be a student.
- Section 7. Secretary: The Secretary shall keep or cause to be kept a book of minutes at the principal office or at such other place as the Board of

Directors may order of all meetings of the Board, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, and the names of those present at Board meetings. The Secretary shall give or cause to be given notice of all the meetings of the Board of Directors required by these Bylaws or by law to be given, and he or she shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

Section 8. Treasurer: The Director of the Student Union shall be the Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipt for moneys due and payable to the Corporation from any source whatsoever; deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Sections 1, 2, 3, 4, and 5 of this Article X, herein, and in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Chair or by the Board of Directors.

ARTICLE VIII

Committees

Section 1. Committees: The Board may appoint one or more committees, each consisting of two or more Directors, and delegate to such committees any of the authority of the Board except with respect to:

- a. The filling of vacancies on the Board or in any committee;
- b. The fixing of compensation of the Directors for serving on the Board or on any committee, should Article V, Section 8 be amended to allow such compensation;
- c. The amendment or repeal of Bylaws or the adoption of any new Bylaws;
- d. The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repeal able;
- e. The appointment of other committees of the Board or the members thereof; or
- f. The approval of any self-dealing transaction, as such transactions are defined in Section 5233 (a) of the California Nonprofit Public Benefit Corporations Law.

Any such committee must be created, and the members thereof appointed, by resolution adopted by a majority of the Directors then in office, and provided a quorum is present. Any such committee may be designated an Executive Committee or by such other name as the Board shall specify. The Chair of the Board shall appoint the Chairs of all

committees from among the members thereof. The Board may appoint, in the same manner, alternate members of any committee who may replace any absent member at any meeting of the committee. The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Minutes shall be kept of each meeting of each committee.

ARTICLE IX

Indemnification

- 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 will 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 X

Contracts, Loans, Checks, Deposits and Gifts

- Section 1. **Contracts**: The Board of Directors may authorize any officer or agent of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.
- Section 2. **Borrowing**: No loan shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.
- Section 3. **Checks, Drafts, Etc.**: All checks, drafts, or other orders for payment of money, and all notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as, from time to time, shall be determined by resolution of the Board of Directors.
- Section 4. **Deposits**: All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other approved depositories as the Board of Directors may select.
- Section 5. **Gifts**. The Board of Directors may at their discretion accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any specific purpose of the Corporation. Acceptance of such gifts shall be received in a manner congruent with the "University/Gift Acceptance Policies and Procedures" as stated in PM 90-01 with update of PM dated February 4, 1992.

ARTICLE XI

Delegation of Authority

There shall be a Student Union Director who shall be appointed by the Student Union Board of Directors. The Director in this position is administratively responsible to the University Vice President for Student Affairs for all services, programs, and fiscal matters pertaining to the Student Union. The Student Union Director is responsible for the development and operation of the Student Union. Specifically, he or she has responsibility for educational, social and recreational programs; commercial activities; the information desk; scheduling and reservations; building maintenance; office operations; accounting and financing; personnel; security; publicity and public relations; and all other matters related to the Student Union operations.

The Student Union Director has full responsibility for the financial operations of and for maintaining the financial procedures of the Student Union in accordance with University and Chancellor's Office procedures. The Student Union Director is the designated appointee of the Student Union Board of Directors for purposes of payment request submission. In the absence of the Student Union Director, and when so indicated by the Student Union Director, the Director's staff designee will serve as the appointee for purposes of delegated responsibilities and payment request submission. The Student Union Director has the responsibility of implementing those policies and procedures established by the Board.

ARTICLE XII

Miscellaneous

- Section 1. **Fiscal Year**: The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June in each year unless otherwise determined by resolution of the Board of Directors.
- Section 2. **Rules**: The Board of Directors may adopt, amend, or repeal rules not inconsistent with these Bylaws for the management of the internal affairs of the Corporation and the governance of its officers, agents, committees, and employees.
- Section 3. **Books and Records**: The Corporation shall keep correct and complete books and records of account and shall also keep records and minutes of the proceedings of the Board of Directors and committees. Minutes of the Board of Directors and of the Committees shall be regularly distributed to each member of the Board of Directors. The Corporation shall provide to the Directors within ninety-two (92) days after the close of its fiscal year, its audited financial statement and a report containing any information required by Section 6322 of the California Nonprofit Corporations Code, as amended from time to time.
- Section 4. **Corporate Seal**: The Board of Directors may provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation, the date of its incorporation, and the word "California."
- Section 5. **Loans to Officers and Directors Prohibited**. No loans shall be made by the Corporation to its Officers or Directors.
- Section 6. **Conflict of Interest**: In conformity with Education Code Section 89906 et seq., Directors shall not engage in any activity during their membership on the Board which might impair their performance as a member of the Board or provide a conflict of interest. Directors individually or in association with another entity shall have no financial interest in any contract or other transaction with the Student Union. Directors shall not utilize any

information, not a matter of public record, which is received by reason of their Board membership for personal pecuniary gain, regardless of whether they are or are not a member of the Board at the time such gain is realized.

ARTICLE XIII
Amendment to Bylaws

Subject to any provisions of law applicable to the amendment of the Bylaws of nonprofit Corporations, these Bylaws may be amended at any regular meeting of the Board, by a majority of the total number of Directors then in office, provided the amendments were submitted in writing at the previous regular meeting of the Board.

INCORPORATOR'S CERTIFICATE

THIS IS TO CERTIFY THAT, pursuant to Section 5134 of the California Nonprofit Corporation Law, the foregoing Bylaws of the California State University, Bakersfield Student Union have been adopted by the sole incorporator.

IN WITNESS WHEREOF, the undersigned has signed this Certificate this 18th day of March, 1994.

Tomas A. Arciniega
Incorporator

Exhibit 1

ARTICLES OF INCORPORATION OF THE CALIFORNIA STATE UNIVERSITY, BAKERSFIELD STUDENT UNION

ARTICLE I

Name

This name of this Corporation is the: California State University, Bakersfield Student Union.

ARTICLE II

Public Benefit Corporation

This Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

ARTICLE III

Conformity with Laws and Regulations

This Corporation is formed and shall operate as an “auxiliary organization” of the California State University as defined in Section 89901 of the California Education Code and the California Code of Regulations, Title 5, Section 42400. This Corporation shall operate as an integral part of the educational program of the California State University, Bakersfield (hereinafter called “University”) as provided by the California Code of Regulations, Title 5, Section 42401; its operations shall be integrated with University operations and so supervised as to comply with the objectives stated in Section 42401.

ARTICLE IV

Purposes

The purpose for which this Corporation is formed is to operate a campus union facility at California State University, Bakersfield, at the election of and subject to the continuing approval of the Trustees, as a student body center for the benefit of students, faculty, staff, and alumni in order to promote and assist the educational program of the University operating as an integrated part of the overall University campus program and to apply the funds and properties coming under its control toward furthering the educational program carried on or approved by the administrative officers of the University.

ARTICLE V
Powers

Except as limited by its Articles of Incorporation and Bylaws, this Corporation shall have all benefits, privileges, rights and powers created, given, extended or conferred upon nonprofit corporations by the provisions of California Nonprofit Public Benefit Corporation Law, all other applicable laws and any additions or amendments thereto.

ARTICLE VI
Exempt Status and Limitations on Activities

This Corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501 (3) of the Internal Revenue Code of 1986 or (b) by a corporation contribution to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986. No substantial part of the activities of this Corporation shall consist of the carrying on of propaganda or otherwise attempt to influence legislation, and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE VII
Directors

The number of directors, the manner in which they shall be chosen and removed from office, their qualifications, powers, duties, the manner of filling vacancies on the Board, and the manner of calling and holding meetings of Directors, shall be as stated in the Bylaws. If a Director who serves on the Board of Directors because of an official position with the University or because of membership in the Alumni Association or on the Academic Senate or because of holding office or membership in the Associated Student Body, terminates that relationship with the University, the Alumni Association, the Academic Senate, or the Associated Student Body, he or she shall cease to be a Director of the Corporation. Each member of the Board of Directors shall have one vote. There shall be no proxy voting permitted for the transaction of any of the business of this Corporation.

ARTICLE VIII
Members

This Corporation shall have no members other than the persons constituting its Board of Directors. The persons constituting its Board of Directors shall, for the purpose of any statutory provision or rule of law relating to nonprofit corporations otherwise, be taken to be the members of such corporation and exercise all the rights and powers of members thereof.

ARTICLE IX

Irrevocable Dedication and Dissolution

This Corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and does not contemplate the distribution of gains, profits or dividends to its members or to any private shareholder or individual. The property, assets, profits, and net income of this Corporation are irrevocably dedicated to the charitable purposes set forth in Article IV, and no part of the profits or net income or assets of this Corporation shall ever inure to the benefit of any private shareholder or individual. Upon the dissolution of this Corporation, net assets, other than trust funds, shall be distributed to one or more nonprofit corporations organized and operated for the benefit of the California State University, Bakersfield, such corporation or corporations to be approved by the President of the University and the Board of Trustees of the California State University. Such nonprofit corporation or corporations must be qualified for Federal income tax exemption under Section 501 (c) (3) of the Internal Revenue Code of 1986 and be organized and operated exclusively for charitable purposes.

ARTICLE X

Amendments

The Articles of Incorporation of this Corporation shall be amended only by the vote of a majority of the total voting membership of the Board of Directors, subject to the approval of the President of the University, provided that the amendment had been submitted in writing at the previous regular meeting.

IN WITNESS WHEREOF, for the purpose of forming this nonprofit Corporation under the laws of the State of California, I the undersigned, constituting the Incorporator of this Corporation, have executed these Articles of Incorporation this 7th day of March, 1994.

Tomas A. Arciniega
Incorporator

DECLARATION

I am the person whose name is subscribed below. I am the Incorporator of the California State University, Bakersfield Student Union. I have executed these Articles of Incorporation. The foregoing Articles of Incorporation are my act and deed.

Executed on March 7, 1994, at Bakersfield, California.

I declare that the foregoing is true and correct.

Tomas A. Arciniega
Incorporator