



**Bylaws of the California State University, Bakersfield
Student Union**

**ARTICLE 1
NAME AND PRINCIPLE OFFICE**

Section 1. Name

The name of this Corporation shall be the California State University, Bakersfield Student Union herein referred to as the Corporation.

Section 2. Offices

The principal office for the transaction of the business of the Corporation is hereby fixed and located at California State University, Bakersfield in the county of Kern, State of California.

**ARTICLE 2
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.

The Corporation is authorized pursuant to its purpose and to California Education Code section 89901 to buy, sell and hold title to real property.

**ARTICLE 3
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 4
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.

Section 2. Quorum and Number

The corporate powers of this Corporation shall be vested in a Board of thirteen (13) voting directors with a simple majority of the filled positions of the Board constituting a quorum for the transaction of business. Members of the Board serve without salary or any remuneration for their services rendered.

Section 3. Membership

The Corporation shall have no members other than the persons constituting its Board. The persons constituting its Board 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.

The following shall constitute the Board:

A. Voting Members of the Board:

- i. The University President (ex-officio) or designee;
- ii. The University Vice President for Student Affairs (ex-officio) or designee;
- iii. The University Vice President for Business and Administrative Services (ex-officio) or designee;
- iv. The Director of Student Involvement and Leadership or designee;
- v. The Associated Students, Inc. President or designee;
- vi. The Associated Students, Inc. Vice President of Programming or designee;
- vii. Five (5) student representatives at large, appointed by this Board for two-year terms;
- viii. One (1) person who holds membership in the Alumni Association who is a non-campus personnel nominated by the University President. During the term of office, the alumni representative must remain in good standing with the Alumni Association and be available to attend Board meetings for the year that they are appointed; and

- ix. One (1) California State University, Bakersfield faculty nominated by the University President upon recommendation of the Academic Senate to serve a one (1) year term.

Designees must serve the full term of office and are not subject to removal by the designator. Designees can only be removed by voluntary resignation or if they are no longer eligible to serve on the Board.

B. Non-Voting Advisors of the Board:

- i. The Director of Student Union;
- ii. The Assistant Director of the Student Union;
- iii. The Administrative Support Coordinator of the Student Union;
- iv. The University Fiscal Officer or designee;
- v. The Director of the Student Recreation Center; and
- vi. The Legal Counsel of the Student Union.

The members of the Board, from time to time, may appoint one or more persons as additional Board Advisors. 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. Student Member Eligibility/Selection Process

- A. Each student seeking to become or remain a student Director must comply with academic requirements established by the Trustees and the University President, as well as maintain a minimum 2.5 cumulative GPA. Under extraordinary circumstances, the University President in his/her discretion may make an exception to these requirements.
- B. No student Director shall serve more than two (2) consecutive terms in any single elected or single appointed position and no more than a total of four (4) years of elected or appointed service within the Student Union Board.
- C. Every Spring Semester, and as necessary, the Corporation shall post flyers and will advertise as appropriate.

Section 5. Board of Directors Eligibility

- A. In order to ensure the widest possible implementation of student involvement and representation, the following criteria for eligibility shall apply to the Board of Directors representative positions:

- i. Unless otherwise specific in these Bylaws, holders of major elected or appointed Associated Students, Inc. offices shall not be eligible to concurrently serve on the Board.

B. Students employed by the Corporation shall not be eligible to serve on the Board.

Section 6. Term of Office

The term of office for appointed Board members shall begin after the Annual Meeting in June and end at the conclusion of the Annual Meeting the following June.

Section 7. Voting

Board members shall be entitled to one (1) vote and shall not be allowed to vote by proxy or secret ballot.

Section 8. Responsibilities and Expectations

Student Directors are expected to fulfill the responsibilities as outlined in the Student Union Student Responsibilities and Expectations Statement, as approved when necessary. Directors shall also register their address, e-mail address, and telephone number with the Administrative Support Coordinator.

Section 9. Compensation of Directors

- A. No Director shall receive any salary or other similar compensation for any services as a Director, unless approved by the Board.
- B. The Board may authorize in advance the reimbursement of actual and necessary expenses incurred by individual Directors performing duties as Directors.

Section 10. Distribution of 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 distribution must at the time of distribution satisfy the qualifications set forth in said Articles.

**ARTICLE 5
CORPORATE OFFICERS**

Section 1. Corporate Officers

- A. Corporate officers shall consist of a Chair, Vice Chair, Programming Chair, Secretary, Treasurer, and two (2) Student Representatives. The Corporation, at the discretion of the Board, may have additional officers. All officers shall be selected from among the Directors.

- i. Chair: The Chair shall be an elected student from among the Directors of the Corporation and shall preside at all meetings of the Board and shall exercise and perform such other powers and duties as are provided for in the Bylaws, or as the Board may prescribe from time to time. The Chair shall be an ex-officio member of all committees.
- ii. Vice-Chair: The Vice-Chair shall be an elected student from among the Directors of the Corporation and shall handle matters delegated to him or her by the Chair or Board. In the absence of the Chair, the Vice Chair shall perform the duties of the Chair.
- iii. Programming Chair: The Programming Chair shall be an elected student from among the Directors of the Corporation and shall propose and implement programs as approved by the Student Union student directors and the Student Union Director.
- iii. Secretary: The Secretary shall be the Administrative Support Coordinator of the Student Union. The Secretary shall keep a full and complete record of the proceedings of the Board and shall supervise the keeping of the records of meetings. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws.
- iv. Treasurer: The Treasurer shall be the Student Union Director. 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 Article 12, herein, and in general, perform all the duties 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.
- iv. Student Representatives: The two (2) student Directors not serving as Chair, Vice Chair, or Programming Chair shall serve as student representative officers. They shall exercise and perform such other powers and duties as delegated to them by the Chair or Board.

B. All officers, except for the Secretary and Treasurer, shall participate in weekly student Director meetings.

Section 2. Election and Terms of Office

A. 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. 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.

- i. Vacancies may be filled at any meeting of the Board of Directors.

- ii. Additional officers may be selected and approved by the Board.
- B. Each officer shall hold office for a term of one (1) year and until his or her successor has been elected.
- C. Neither the Secretary nor the Treasurer may serve concurrently as the Chair of the Board.

**ARTICLE 6
DELEGATION OF AUTHORITY**

- A. There shall be a Student Union Director of the Corporation who shall be appointed by the President of the University upon the recommendation of the Vice President for Student Affairs. The search for the Student Union Director will be conducted consistent with University policies.
 - i. The Student Union Director in this position is administratively responsible to the Vice President for Student Affairs for all services, programs, and fiscal matters pertaining to the Corporation. The Student Union Director is responsible for the development and operation of the Corporation. Specifically, he/she has responsibility for educational and social programs, commercial activities, building maintenance, scheduling and reservations, office operations, accounting and financing, personnel, security, publicity and public relations and all other matters related to the Corporation operations.
 - ii. The Student Union Director has full responsibility for the financial operations of and for maintaining the financial procedures of the Corporation in accordance with University and Chancellor's Office procedures. The Student Union Director also has the responsibility to implement those policies and procedures established by the Student Union Board.
 - iii. The Student Union Director is the designated appointee of the Student Union Board of Directors for purposes of payment request submission.
- B. In the absence of the Student Union Director, and when so indicated by the Director, the Director's staff designee will serve as the appointee for purposes of delegated responsibilities and payment request submission.

**ARTICLE 7
INDEMINIFICATION OF DIRECTORS, OFFICERS, 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 the 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 of Directors 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 of Directors shall offer 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 fullest extent permitted by law on behalf of its Directors, Officers, employees and other agents, against any liability asserted against or incurred by any Director, Officer, employee or agent in such capacity or arising out of the Director's, Officer's, employee's, or agent's status as such.

**ARTICLE 8
RESIGNATION OR REMOVAL QUALIFICATIONS**

Section 1. Termination

Upon termination of a director's membership on the Board, as provided in these Bylaws, or by death, all rights of said director and membership in the Corporation, or its property, shall cease.

Section 2. Removal

- A. Directors, other than ex-officio members or designees, appointed by the Board may be removed without cause, if such removal is approved by a two-thirds (2/3) vote of the total Board or by the President of the University, or designee. Members may also be removed from office at any special meeting at which a quorum is present.
- B. Student directors may be removed from office if he or she fails to attend weekly meetings. The student may be exempt if his or her class schedule conflicts with a meeting of the Board and written notification to the Chair three (3) days prior to a meeting.

Section 3. Voluntary Resignation

Any member of the Board 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.

Section 4. Involuntary Resignation

Members of the Board are required to attend all Board meetings. Board members appointed by the Board who fail to attend one (1) scheduled Board meeting per semester shall be considered to have resigned from office, unless any absence is approved in advance by the Director of Student Union. The Chair of the Board shall notify the affected Board member(s), in writing, of his/her involuntary resignation. Should Board members who are appointed by other campus entities fail to attend meetings regularly, said entities will be notified in writing and new representatives requested. Involuntary resignations may be appealed to the Board.

Section 5. Vacancies on the Board

In the event a director ceases to be a director due to resignation, removal, disqualification, death, leave of absence, or otherwise, it will be the responsibility of the Board to fill that vacancy as soon as possible in accordance with these Bylaws. If the vacancy is not filled within a reasonable time, the University President shall appoint a director to fill the unexpired term in accordance with subsection (b) (2) of section 42602 of Title 5, California Administrative Code.

**ARTICLE 9
MEETINGS**

Section 1. Place of Meeting

All meetings of the Board of Directors shall be held at the principal office of the Corporation.

Section 2. Annual and Regular Meetings

- A. The Annual Meeting of the Board shall be held in the spring semester, at which time Board vacancies for expiring terms shall be filled and election of officers for the following year shall be held.
- B. Regular meetings of the Board shall be held each semester during the academic year, with a minimum of one meeting per semester. Whenever possible, all meetings shall be held during the regular business hours of California State University, Bakersfield.

Section 3. Special Meetings

Special meetings of the Board for any purpose or purposes may be called at any time by the Chair, or if the Chair is unable or refuses to act, by a majority of directors, in accordance with the provisions of the California Education Code Section 89922. Notice must be delivered personally, not by mail, e-mail, facsimile, etc.

Section 4. Notice of Meetings

Agendas of regular and Annual Meetings containing the date, time and place of the meeting and all items to be acted upon shall be publicized at least seven (7) days in advance of the meeting. Written notice of every regular meeting shall be given to any individual or medium that has filed a written request for notice at least one week prior to the date set for the meeting. Requests for written notice shall be valid for one year from the filing date, unless written notice for renewal is received.

Section 5. Open Meetings

All meetings of the Board shall be open and public, and all persons shall be permitted to attend any meeting of the Board of Directors provided, however, that the Board may hold closed sessions during any meeting to consider those matters that may lawfully be considered in such sessions under California Education Code Sections 89923 to 89928.

Section 6. Meetings by Telephone

Any meeting may be held by conference telephone or similar communications equipment provided that all directors participating in the meeting can hear one another, and any members of the public in attendance can hear all the directors. All such directors shall be deemed to be present in person at such meetings.

Section 7. Closed Sessions

The Board or its committees may hold closed sessions to request information and reports or to review information presented by the Director regarding litigation or personnel matters. These matters may include personnel appointments, evaluations of employee performance, dismissal of employees, review of information or recommendations regarding charges brought against an employee by another person or employee. For purposes of this section only, "employee" does not include any person elected or appointed to an office. The Board of Directors or its committees may also hold closed sessions to discuss investments where a public discussion could have a negative impact on the Corporation's financial situation. However, in such case, a final decision shall only be made during public session of the Board.

Section 8. Transaction of Business

Except as otherwise provided in the Articles of Incorporation of the Corporation, in these Bylaws, or by law, every act or decision done or made by the majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board.

Section 9. Quorum

Quorum will be a simple majority of the voting Directors in office.

Section 10. Transaction of Business After Loss of Quorum

The Directors present at a duly called and held meeting at which quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting, or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of the Corporation.

Section 11. Minutes of Meetings and Conduct

Regular minutes of meetings shall be completed within two weeks of each meeting. The proceedings of the Board shall be kept in a binder provided for that purpose. Meetings of the Board shall be presided over by the Chair, or in his/her absence, the Vice Chair, or in the absence of each of these persons by a Chairperson chosen by a majority of the Directors present at the meeting.

**ARTICLE 10
COMMITTEES**

Section 1. Committees

- A. 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:
- i. The filling of vacancies on the Board or in any committee;
 - ii. The fixing of compensation of the Directors for serving on the Board or on any committee;
 - iii. The amendment or repeal of Bylaws or the adoption of any new Bylaws;
 - iv. The amendment or repeal of any resolution of the Board which, by its express terms, is not so amendable;
 - v. The appointment of other committees of the Board or the members thereof; or
 - vi. The approval of any self-dealing transaction, as such transactions are defined in Section 5233 (a) of the California Nonprofit Public Benefit Corporations Law.
- B. Any such committee that is created, and the members within the committee, must be approved by the Board and quorum must be present to approve of any item. Minutes shall be kept of each meeting of each committee.
- i. The Chair of the Board shall appoint the Chairs of all committees from among the voting Director of the Board.
 - ii. The Board may appoint alternate members of any committee and shall have the power to prescribe the manner in which the committee shall be conducted.

ARTICLE 11
PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No director, officer, employee or other person shall have, own, or enjoy property rights or interest in or to any of the real or personal property of this Corporation. No director, officer, employee, or other person connected with this Corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation; provided however, that this provision shall not prevent payment to any such person as reasonable compensation for services performed for the Corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Corporation.

ARTICLE 12
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.

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.

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 may select.

Section 5. Gifts.

The Board 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 13 CORPORATE RECORDS AND REPORTS

Section 1. Maintenance of Corporate Records

The Corporation shall keep at its principal office in the State of California:

- i. Agendas and Minutes of all meetings of the Board and committees of the Board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given and the names of those present and the proceedings thereof; and
- ii. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Section 2. Annual Report

- A. The Board shall cause an annual report to be furnished no later than one hundred and eighty (180) days after the close of the Corporation’s fiscal year to all Directors of the Corporation, which report shall contain the following information in appropriate detail:
 - i. The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;
 - ii. The principal changes in assets and liabilities, including trust funds, during the fiscal year;
 - iii. The revenue or receipts of the Corporation, both unrestricted and restricted to the particular, for the fiscal year;
 - iv. The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.
- B. An annual financial statement and audit report shall be presented in the fall semester. Board review and approval of the budget for the following fiscal year will take place in the spring semester.

ARTICLE 14 ACCOUNTING

Section 1. Fiscal Officer

The Chief Financial Officer of the University shall be the custodian of the Corporation's monetary accounts. The Corporation shall reimburse the state of California for all accounting and other related business management expenses incurred by the state of California for the Corporation. An estimate of these expenses shall be obtained from the chief fiscal officer of the University for inclusion in the Corporation's annual budget when that budget is prepared.

Section 2. Annual Audit

The Corporation shall be subject to an annual audit by a firm of certified public accountants as provided in California Education Code Section 89900.

ARTICLE 15 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.

Section 2. Rules

The Board may adopt, amend, or repeal rules not consistent 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. Corporate Seal

The Board 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 4. Loans to Officers and Directors Prohibited

No loans shall be made by the Corporation to its Officers or Directors.

Section 5. 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, nor 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 15
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.

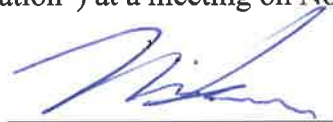
SECRETARY'S CERTIFICATION OF BYLAWS

I, Mike Y. Kwon, certify that:

I am the Secretary of CALIFORNIA STATE UNIVERSITY, BAKERSFIELD STUDENT UNION, a California Corporation.

That the preceding "Bylaws" were approved by the Board of Directors of California State University, Bakersfield Student Union ("the Corporation") at a meeting on November 18, 2016, and entered in the minute book of the Corporation.

Dated: November 18, 2016



Mike Y. Kwon, Secretary