



Bylaws

As last amended May 2022

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Article I. Board of Directors

Section 1. Board of Directors

Subsection 1. Composition

Each member association shall send its External Vice President (or its equivalent) to sit as that association's voting member of the Board of Directors. Each member association External Vice President shall be selected in a manner established by the member association. Pursuant to the charter, an External Vice President may also designate some other person to serve as the association's voting board member; in the event they do so, both the External Vice Presidents and the voting board member shall be subject to the the conflict of interest and campaign finance disclosure requirements described in Article I. Section 6. of these bylaws.

If a member association has a vacancy in the role and fails to appoint an interim representative, UCSA will recognize the association's LD or OD as a voting member on an interim basis, as decided by Executive Committee.

Member associations are expected to also select a Legislative Director and Organizing Director (or equivalent) as non-voting members of the Board of Directors. Each member association's Legislative Director and Organizing Director shall be selected in a manner established by the member association.

Pursuant to the charter, every board member representing a member association (i.e. external vice presidents, legislative directors, and organizing directors), as well as anyone proxying for them, must submit a document from their member association's legislative body certifying that they hold their position. UCSA shall accept a certification from the presiding officer of the legislative body as meeting this requirement, unless a preponderance of evidence suggests the certification is untrue.

The Co-Chairs of the Council of Presidents, Chair of the Council on Student Fees, Student Regent, and Student Regent-Designate or their designees, as well as all Officers, shall be recognized as ex-officio, non-voting members of the Board of Directors.

Subsection 2. External Vice Presidents

Each External Vice President shall:

1. Attend all Board meetings, retreats, and conferences.
2. Present a regular UCSA update to their member association, including resolutions, action items, campaigns, and any UC policies or legislative concerns or actions of the association.
3. Communicate with campus and systemwide administrators, Regents, and local legislators in cooperation with their association.
4. Collaborate with staff to carry out all campaigns on their campus and publicize the association activities and positions.
5. Attend the meetings of all committees of which they are a member.
6. Ensure the selection of a Legislative Director and Organizing Director in time for July Board Retreat, ensure they attend all retreats, and ensure they hold their position and attend all board meetings throughout the year.
7. Ensure the selection of campus campaign coordinators for all permanent campaigns in time for September UCSA Board meeting, ensure they are informed of all progress and happenings regarding their campaign from the UCSA Board, and ensure they hold their position and are fulfilling tasks charged by the UCSA Board and the Campaign Chair at their individual campuses.
8. Immediately submit the proposed annual budget approved by the Board to their association for review.
9. Ensure funding and timely payment of membership dues and invoices from their association.

10. Recruit members of their respective member association to participate in all campaigns and activities of the association and statewide positions, including "hiring" staff persons for all positions within their offices related to UCSA campaigns by September 1 at the latest.
11. Bring a student delegation to all conferences from their member association that reflects the diversity of their campus.
12. Make a best-faith effort to bring all UCSA board members from their member association to all UCSA board meetings and conferences.

Subsection 3. Legislative Directors

Legislative Directors shall assist their External Vice President in their responsibilities as defined by these Bylaws in addition to the following:

1. Attend all Board meetings, retreats, and conferences.
2. Organize local, state, and federal lobbying activities.
3. Collaborate with staff in recruiting and coordinating student staff and interns for the association lobbying activities.
4. Maintain regular communications with the Government Relations Director, Government Relations Chair, and other Legislative Directors.
5. Maintain regular communications with local, state, and federal legislative offices near campus.

Subsection 4. Organizing Directors

Organizing Directors shall assist their External Vice President in their responsibilities as defined by these Bylaws in addition to the following:

1. Attend all Board meetings, retreats, and conferences.
2. Organize member association implementation of campaigns.
3. Collaborate with staff in recruiting and coordinating student staff and interns for the association campaigns.
4. Maintain regular communications with the Statewide Organizing Director, Campus Action Chair, and other Organizing Directors.
5. Maintain regular communications with coalition partners near campus.

Section 2. Board Meetings

Subsection 1. Procedures

Robert's Rules of Order Newly Revised, shall be the parliamentary authority of the association.

Subsection 2. Notice and Minutes

The Board Chair shall provide a written notice and agenda for every regular meeting at least five business days prior to the date set of for the meeting to all Board members, to the public, and to any individual or organization that has filed a request for notice.

The Board Vice Chair shall take minutes at all meetings of the Board. All approved minutes, as well as drafts of minutes from the previous meeting, shall be posted on the UCSA website within one week of the meeting. The Board Chair may suspend the above deadline for just cause and distribute the minutes at the earliest date possible but must distribute the minutes no later than one calendar month after the meetings at which they were taken and provide written justification to the board.

Subsection 3. Attendance and Proxy Voting

The Board Vice Chair will inform the respective member association when a Board member has missed two (2) or more meetings in a term (including through the use of a proxy) and communicate this information to the Board so it can be included in the minutes.

Proxy voting shall be permissible for the External Vice President under the following conditions:

1. Other Board members from the same member association shall be eligible to proxy, provided the External Vice President follows the relevant provision in the charter.
2. If both the Legislative Director and Organizing Director are absent, the External Vice President may appoint another proxy to vote for the External Vice President. The proxy must be from the same member association as the Board member.
3. Any proxy must present written authorization that specifies the duration of the substitution, signed by the Board member, to the Board Chair at or before the meeting. The maximum duration for a written authorization is one meeting. The written authorization may not limit the discretion of the proxy.
 - a. As of August 2018, this clause 3 does not include all the requirements of the charter, and therefore is not fully controlling. However, it shall become fully controlling if/when the charter is amended to allow this; at such time, the Board should vote to delete this subclause a.
4. The use of a proxy shall be noted in the minutes (including in the attendance records).

A proxy shall not assume the general responsibilities of the External Vice President. The proxy shall be limited to the following privileges to the extent they are afforded to an Executive Vice President, subject to other limitations in the charter and bylaws:

1. Casting votes on all matters before the Board and its subsidiary bodies.
2. Participating in debates of the Board and its subsidiary bodies, including, but not limited to, making and seconding motions.
3. Receiving reimbursements for travel expenses.

A Legislative Director or Organizing Director may designate a proxy by submitting a written notice to the Board Chair at or before a meeting. Any proxy for a Legislative Director or Organizing Director shall be entitled to all privileges afforded to the respective position, subject to other limitations in the charter or bylaws.

Pursuant to the charter, any proxy must submit a document from their member association's legislative body certifying that they hold their proxy position. UCSA shall accept a certification from the presiding officer of the legislative body as meeting this requirement, unless a preponderance of evidence suggests the certification is untrue.

Board members remain responsible for all matters discussed and any actions taken at the Board meeting. Therefore, the use of proxies is highly discouraged when not absolutely necessary.

Subsection 4. Special Meetings

A special meeting may be called by the Board Chair or by petition of two-thirds of voting Board members.

All Board members, the public, and all persons and organizations requesting notice of regular meetings must be notified of the special meeting and the topics to be discussed, closed or otherwise, at least forty-eight hours before it commences. However, the Board may waive that requirement by a two-thirds vote in the case of emergency situations involving matters upon which prompt action is urgent and necessary. In such situations, the Board Chair (or the first available association official) must as soon as feasibly possible provide the required notices.

Only those subjects (i.e. substantive main motions) noticed may be acted on or discussed at a special meeting.

Subsection 5. Closed Sessions

All meetings will be open to anyone except for during such times an association body is in closed session. Meetings of association bodies may move into closed session only to discuss or act on the following sensitive matters:

1. Any item for action or discussion involving personnel-related issues.

2. Discussion relating to the association budget, although the budget itself must be voted on in open session.
3. Matters in which the association is participant in litigation, or any other legal matter subject to attorney-client privilege, when discussing in open session concerning those matters would adversely affect the interests of the association.
4. Any issues arising from collective bargaining talks or labor-related negotiations between the association and the University or State of California.
5. Selection of the Student Regent.
6. The acquisition, disposition, or management of property, investments, revenue generating activities, or other proprietary businesses; if discussion of these matters in open session could adversely affect the ability of the association to acquire, dispose of, or manage the property, investments, other revenue generating activities, or other proprietary businesses on the terms and conditions it deems to be in the best interest of the Association.
7. Matters involving negotiations or bargaining between the association, on the behalf of students, and the University or some other entity, if discussion of these matters in open session could adversely affect the ability of the association to promote the interests and welfare of students on the terms and conditions it deems to be in the best interest of the association.
8. Any other matter for which discussion in open session could reasonably be expected to inappropriately expose the association to financial and/or legal liability.
9. Additional items following a two-thirds majority vote of the Board, the Executive Committee, or a board committee solely for a meeting of said committee.

Association bodies may invite individuals to join a closed session by a majority vote. Any closed session will be noted as such on the agenda and minutes, as well as the reason for moving into closed session.

Notwithstanding their recognition as non-voting Board members, the Board (or a committee) may exclude the Student Regent, the Student Regent-designate, and/or any proxy who is not otherwise a Board member (excluding Student Regent(-designate), or designee) from closed session by a majority vote.

Association bodies may by a majority vote provide for the exclusion of non-members who are not members of a member association by a majority vote from any session of the Board. Such sessions shall otherwise follow the rules of closed session established in this bylaw.

Subsection 6. Voting and Member Association Veto Provisions

Except as provided otherwise in the Bylaws, it shall require a two-thirds to:

1. Remove or suspend an Officer or Standing Committee Vice Chair without at least one week's notice (such votes shall be considered automatically noticed for the December and May regular Board meetings).
2. Suspend the payment of a stipend.
3. Allocate Rainy Day reserve funds.
4. Create, amend, or rescind an operational policy without at least one week's notice (a vote to undo a change not done by the board shall automatically be considered noticed for the following regular board meeting, even if said action occurred less than a week prior) (pursuant to Article VI).

Member associations shall maintain the authority to veto (i.e. a substantive main motion) any action of the Board should enough member associations representing a majority of the total population of member associations of UCSA pass resolutions objecting to said action. Any such resolutions must be submitted to the Executive Director within the latter of two calendar months or two regular meetings (and cannot apply to those portions of an action which have already been executed and are irreversible; this shall not be construed as otherwise allowing partial reversal of a Board action), unless the bylaws provide for a shorter review period. Upon the advice of professional legal counsel that a veto by the member associations legally imperils the association, then the Board may vote to override the veto. The veto override described in this paragraph, a suspension or amendment of this paragraph,

and any actions to engage professional legal counsel may not be vetoed. For the avoidance of doubt, suspending a bylaw which has the nature of a rule of order is not vetoable.

Subsection 7. Student Regent Selection

Representatives of UCSA will participate in the semi-final interview round to select the Student Regent, in accordance with current procedures set forth by the Board of Regents.

Evaluation Criteria

Each year, the Board will review and consider the following criteria regarding Student Regent selection:

1. The ability to grasp complex issues quickly and thoroughly.
2. A deep understanding of how issues affect all students, including those who are underrepresented in the University of California.
3. Depth on several issues, and the ability to discuss generally one topic of which the candidate is knowledgeable.
4. Experience or demonstrated ability to work and communicate with and persuade a wide variety of people.
5. Willingness to research and seek out opinions from the association, students, workers and their unions, faculty, and other stakeholders when faced with a major decision on the Board of Regents.
6. Willingness and ability to work well with the association, university administration, other Regents, and students in ways which serve the interests and welfare of students and the association.
7. A commitment to something other than career, academic, and/or political advancement.
8. An attitude and approach that engenders respect and credibility in a relatively short period of time.
9. Experience and involvement in student organizations or work on student issues, advocacy or organizing experience.
10. Experience in any of the following is highly desirable: nonprofit/organizational management; complex budget processes; legislative and parliamentary procedures; multicultural relations; labor/union rights advocacy; critical and analytical reasoning.

Section 3. Accountability

Subsection 1. Majority and Minority Reports

In the event that there is division on an item approved or rejected by the Board or subsidiary body, the dissenting members shall be entitled to submit a report stating their reason(s) for opposing the Board's decision.

This report shall be appended to and distributed with the minutes from the meeting at which the item was approved or rejected.

In the event such a dissenting opinion is submitted, the author of the approved measure or a member of the prevailing side shall be entitled to write a majority opinion in which the reason(s) why the Board acted on the matter as it did.

This report shall likewise be appended to the minutes from the meeting at which the given item was debated.

Subsection 2. Grievance Procedures

In the event that a Board member or staff member has a grievance regarding a Board member or staff member, the Complainant may file a grievance in writing to the Board Chair (or President in the event the grievance is against the Board Chair). There are two types of grievances that may be filed, and in both cases the Executive Committee shall be the hearing body:

1. **Personal Grievance:** A personal grievance is a grievance regarding the personal behavior of a Board member or staff member. This includes, but is not limited to, discriminatory treatment and sexual harassment. In the case of a personal grievance, the hearing shall be held in closed session.

2. Policy Grievance: A policy grievance is a grievance regarding an association official's failure to carry out decisions taken by the Board, or actions taken by an association official that are in violation of the association's governing documents. In the case of a policy grievance, the hearing shall be held in open session.

In the event the grievance is against a member of the Executive Committee, said member shall recuse themselves from the hearing and shall abstain from any votes taken. Within 48 hours of the submission of grievance, a hearing date shall be selected, and all parties notified shall be sent the date and a copy of the complaint. The hearing shall be held no later than the first Board meeting following at least one week from submission of the grievance.

Goal of Hearing

In both cases, the goal of the hearing shall be to arrive at a resolution that is acceptable to all parties. However, in the event that no such resolution can be found, the hearing body shall have the right to make a decision.

Process of Hearing

Both the complainant and respondent will have 45 minutes to present and may provide written materials or invite witnesses to support their argument. Any party who is subject to a grievance shall recuse themselves except while they are presenting. Then, the deciding body shall make a decision. This decision will be considered immediately effective. A notice of the decision will be sent in writing to the full Board, but in the case of a personal grievance, the details of the complaint will be confidential. If a Board Member is removed from office, they shall be immediately relieved of their duties and removed from all association communications channels. They may be reinstated if an appeal is successful, as described below.

Right to Appeal

Either party may appeal the decision of the hearing body to the full Board. The appeal shall be held within two weeks of the initial hearing. The Board shall be the final appeal body and its decision shall be final. In the event of a personal grievance, the Board shall, at the request of either party, hold its appeal hearing in closed session. In the event of a policy grievance, the Board appeal shall be in open session and minutes shall be taken. Any party who is subject to a grievance shall recuse themselves except while they are presenting. The process and agenda shall mirror that of the original hearing.

Right to Privacy

In the case of a personal grievance, both the complainant and respondent shall be afforded the right to privacy. The detail of the complaint and hearing will be considered confidential with respect to closed session meeting practices. Members of the hearing body may not talk about the complaint or hearing with anyone outside the hearing body, including the complainant and respondent, at any time before, during, or after the hearing. The final result will be notified to the full Board, but not forwarded to any third party, including but not limited to a student's university, except as required by court order or subpoena.

Subsection 3. Member Association Grievance Procedure

In the event that any member association has a grievance concerning an action or multiple actions of the association, it shall have the right to file a grievance in writing to the Board Chair:

1. Upon receipt of a written grievance, the Board Chair shall schedule a formal hearing no later than first Board meeting following at least one week from submission of the grievance.
2. The Executive Committee shall be the hearing body.

3. The member association shall have the right to appeal the decision to the full Board. The appeal shall be held at the next possible Board meeting, unless both parties agree that the item may be postponed to a later date. The Board shall be the final appeal body and its decision shall be final.

Subsection 4. Availability of Records

Except as prohibited by privacy laws or other applicable laws, all official Association documents, records, and other written and recorded information held in the custodianship of the association shall be accessible to any requesting individual or organization except records determined by the Executive Committee to be related to matters described in Article I, Section 2, Subsection 5 (Board of Directors: Board Meetings: Closed Sessions) and private student records (except as otherwise provided in the Bylaws). Record requests shall be made in writing to the Executive Director.

The association shall not be obligated to produce any records for which it is not custodian.

The cost of production for any record shall be the responsibility of the requesting individual or organization and paid prior to the release of any record. The association shall not charge the requesting individual or organization above the cost of production.

Section 4. Term, Transition, and Review

Subsection 1. Mid-Year Review and Audit

The Board of Directors shall conclude by the December regular meeting a mid-year review of the organization overall, including, but not limited to:

1. Board meetings and procedures
2. Executive and appointed officers (including votes of confidence in them)
3. Standing and ad-hoc committees
4. Campaigns, programs, and projects of the association

A general survey shall be distributed and completed by Board members. The Executive Committee shall review the results of the survey and identify areas for improvement, which will be presented and discussed before the Board at the next meeting. The Board Chair and Vice Chair shall incorporate ongoing evaluation of campaigns and projects into the Board meeting agenda. Through this audit, it may be determined that an officer is unfit to hold their position, in which case the Board should pursue the termination and/or replacement of that officer before the end of the December regular Board meeting.

Subsection 2. Annual Review and Audit

The Board shall prepare an Annual Review in time for potential action at the May regular meeting. The review shall include, but not be limited to, an evaluation of the governing documents, the roles and performance of officers, staff, and committees; the execution and success of campaigns and conferences; and officer stipends. Concerns and remedies shall be noted in the minutes and shall be included as an item in the July Board meeting. Through this review, it may be determined that an officer is unfit to hold their position, in which case the Board should pursue the termination and/or replacement of that officer before the end of the May regular Board meeting.

The Board will prepare an audit in time for potential for the May meeting (as well as recommendations for the incoming Board), in an effort to ensure the association operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, an impermissible private benefit, or an excess benefit transaction.

Subsection 3. Transition and Annual Board Retreat

A mandatory Board transition retreat will occur with a regular meeting in the summer (e.g. July). The retreat shall include trainings, workshops, roundtable discussions, team building exercises, and other programs of such nature, as well as a discussion of the annual review and audit. The retreat shall be facilitated by the Executive Officers. UCSA Staff shall provide support for the officers as necessary in order to ensure a smooth transition. The retreat shall include a discussion of the previous Board's transition report, facilitated by the Executive Officers.

The Board retreat must include mandatory fiduciary training for the entire board. The training should be, but is not required to be, presented by someone with experience providing such training to student fiduciaries (e.g. someone who provides fiduciary training to the board of a student cooperative). UCSA staff and the Executive Committee shall require any board member who fails to attend (or otherwise misses) the mandatory fiduciary to promptly go through a makeup training before participating in any board meetings or other activities for which lack of fiduciary training creates outsized risk to the organization. Returning board members are required to do go through fiduciary training again. This is intended to ensure that board members do not forget their training and unnecessarily expose the organization and/or themselves to financial and/or legal liability. Although the UCSA Charter does not not allow the bylaws to prohibit their own suspension, the Board is hereby warned that suspending (or failing to strictly follow) this bylaw can place both this organization and individual board members at legal and financial risk. The Board will determine in a future revision to this provision of the bylaws what to do about proxies.

The Board retreat must include mandatory trainings focused on anti-misogyny and trauma-informed communication as well as anti-ableism and disability justice, required to be completed by all Board members. Any Board member not present for these trainings at the Board retreat must complete them in the first month of their term. UCSA staff shall work with outgoing Executive Officers to ensure that these trainings are provided by skilled professionals or organizational coalition partners with expertise in these issue-areas, and that make-up trainings are provided to Board members who are unable to attend the Board retreat.

Section 5. Interim Decisions

Subsection 1. Delegation of Authority

The Executive Committee shall be vested with the authority to issue an interim decision on behalf of the Board. The Executive Committee shall attempt to provide the Board a reasonable amount of time to issue a decision prior to the Executive Committee issuing an interim decision.

The President shall be vested with the authority to issue an interim decision on behalf of the Executive Committee. The President shall provide the Executive Committee a reasonable amount of time to issue a decision prior to the President issuing an interim decision.

The Professional Staff shall be vested with the authority to issue an interim decision on behalf of the President, decided by majority vote. Staff shall provide the President a reasonable amount of time to issue a decision prior to voting on and issuing an interim decision. In the absence of a voting majority of Professional Staff, the Executive Director may issue an interim decision on behalf of the Professional Staff. The Executive Director shall provide the Professional Staff a reasonable amount of time to issue a decision before issuing an interim decision.

The Board shall proactively adopt and regularly review an operational policy to reasonably limit this delegation of authority. The Executive Committee may similarly adopt policies limiting this delegation past the level of the Executive Committee, provided they such policies do not conflict with those adopted by the Board.

Subsection 2. Review

All interim decisions shall immediately be submitted to the Executive Committee and Board of Directors at their next regular meetings (or an earlier special meeting, if so desired by either body) for ratification, amendment, or rejection of any reversible or unexecuted parts of such interim decision, provided that when a decision normally

requires a supermajority vote of the Board, the requirement still applies when the Board votes to ratify or amend the interim decision; the rejection of an interim decision by the Board shall only require the number of votes necessary to block the Board adopting the decision. Interim decisions may also be ratified, amended, or rejected by petition by the requisite number of Board members or Executive Committee members.

Subsection 3. Clarification Regarding Ad Hoc Delegations

Nothing in this section shall be construed as restricting the ability of the Board to delegate specific matters to some other body or official of the organization on a case-by-case basis.

Section 6. Conflict of Interest

Subsection 1. Purpose and Definitions

These conflict of interest bylaws shall primarily be to protect the association's tax-exempt interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Board member of the association or might result in a possible excess benefit transaction.

These bylaws shall supplement rather than replace any relevant state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

An interested person shall be any Board member, Officer, staff member, or person with governing powers who has a direct or indirect financial interest as defined below. Compensation shall include direct and indirect remuneration as well as gifts or favors that are not insubstantial or generally available at large.

A financial interest shall exist when any person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the association has a transaction or arrangement.
2. A compensation arrangement with the association or with any entity or individual with which the association has a transaction or arrangement, excluding member associations.
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the association is negotiating a transaction or arrangement.

A financial interest shall not necessarily be a conflict of interest. A person who has a financial interest shall have a conflict of interest only if the Board decides that a conflict of interest exists.

Subsection 2. Procedures

Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board considering the proposed transaction or arrangement.

Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, they shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

Procedures for Addressing the Conflict of Interest

1. An interested person may make a presentation at the Board or committee meeting, but after the presentation, they shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
2. The Board Chair shall, if they deem appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

3. The Board or committee shall determine whether the association can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the association's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

Violations of the Conflicts of Interest Policy

1. If the Board or committee has reasonable cause to believe a person has failed to disclose actual or possible conflicts of interest, it shall inform said person of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the person's response and after making further investigation as warranted by the circumstances, the Board or committee determines the person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Subsection 3. Records of Proceedings

The minutes of the Board and all committees shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Subsection 4. Compensation

A member of the Board who receives compensation, directly or indirectly, from the association is precluded from voting on matters pertaining to that member's compensation.

A member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the association for services is precluded from voting on matters pertaining to that member's compensation.

No member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the association, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Subsection 5. Annual Statements

Every member of the Board shall sign a statement upon taking office that affirms such person:

1. Has received a copy of this conflicts of interest policy.
2. Has read and understands the policy.
3. Has agreed to comply with the policy.
4. Understands the association is charitable and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Subsection 6. Periodic Reviews

To ensure the association operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted at least annually. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, an impermissible private benefit, or an excess benefit transaction.

Subsection 7. Additional Requirements

In addition to the other requirements in this section, every Board member, officer, and person with governing or advisory authority shall be required to fully and accurately disclose to the Board under penalty of perjury all donations (including, but not limited to, those to/by parties/slates) made in support of any election campaigns by them for holding office in higher education student associations. Affected persons are required to submit these information within the latter of one calendar month or one regular Board meeting after taking office. These disclosures shall be promptly posted in a public and easily accessible location on the association website to , and shall also be made available upon request. The Executive Director shall be in charge of implementing this section.

Article II. Officers and Board Standing Committee Vice Chairs

Section 1. Executive Officers and Board Standing Committee Vice Chairs

Subsection 1. List of Executive Officers and Line of Succession

The Executive Officers and order of succession shall be:

1. President
2. Board Chair
3. Chief Financial Officer
4. Board Vice Chair
5. Undergraduate Chair
6. Graduate/Professional Chair
7. Campaign Chair
8. University Affairs Chair
9. Government Relations Chair
10. Campus Action Chair

If, at any time, there are less than five voting members membership of either the Undergraduate committee or the Graduate/Professional Committee, the committees shall meet as a combined Campaigns Committee and be presided by a single Campaigns Chair, which would be fifth in the succession order listed above.

Upon a vacancy in the position of President, the next willing and able Executive Officer shall serve as Acting President until a special election occurs. In the event that the above line of succession is exhausted, it shall extend to standing committee vice chairs in the same sequence as the primary line of succession. Acting Officers and Acting Standing Committee Vice Chairs do not count in the order of succession.

Subsection 2. Duties

The President, Board Chair, and Government Relations Committee Chair (in conjunction with the Government Relations Committee Vice Chair) shall meet with their respective counterparts of the California State Student association and the Student Senate for California Community Colleges at least quarterly for the purpose of coordinating the exchange of liaisons to each organization's meetings, legislative advocacy, and other matters as determined appropriate by the Executive Committee.

The Executive Officers shall, at each board meeting, present a written report to the Board of all activities and correspondence taken in the course of their position. Each shall also serve as an ex-officio non-voting member of

all Board committees of which they are not already a member. At the end of their term, they shall also facilitate the transition and onboarding of incoming new Board of Directors.

The Executive Officers shall be the principal officers of the association. In addition to any other duties found in the bylaws, the duties of the executive officers shall be as follows.

Subsection 3. President

The President shall:

1. Serve as the official representative and public spokesperson of the association.
2. Assist the Board Chair and Professional Staff with coordination of Board activities and preparation of Board agendas.
3. Call and chair meetings of the Executive Committee.
4. Establish and maintain communication with the President of the University, the Chair of the Board of Regents, the Council of Chancellors, and the Chair of the Academic Senate.
5. Establish and maintain communication with other student organizations, including the California State Student association and Student Senate for California Community Colleges.
6. Coordinate the Board's actions regarding the budget in cooperation with the Chief Financial Officer.
7. Sign letters, opinion/editorial submissions, and other official written communication on behalf of the association.
8. Collaborate with member association Board representatives when making official statements or appearances representing the association in their campus or local media.
9. Make no less than one visit per academic year of each member association to their respective campus, and whenever possible, appearing in front of the association's respective legislative body.
10. Present an annual State of the Association at the UC Student Organizing Summit.
11. Serve as an ex-officio member of and attend all meetings of the Council of Presidents.

Subsection 4. Board Chair

The Board Chair shall:

1. Act as the official representative of and coordinate activities of the Board in cooperation with the Professional Staff.
2. Prepare and disseminate all agendas of meetings of the Board.
3. Facilitate all meetings of the Board.
4. Be responsible for Board membership and matters pertaining to representation on the Board.
5. Coordinate the Board's actions regarding its governing documents and the annual Board retreat.
6. Coordinate with standing committee Chairs and Vice Chairs the meetings of standing committees.
7. Oversee the implementation of Board directives.

Subsection 5. Chief Financial Officer

The Chief Financial Officer shall:

1. Serve as the Chief Financial Officer of the association.
2. Oversee the annual budget development with the Professional Staff and communicate the budget process to Board members and member associations.
3. Present quarterly financial and budgetary reports to the Board in collaboration with the Professional Staff.
4. Serve as an ex-officio member of and attend all meetings of the Council on Student Fees.

Subsection 6. Board Vice Chair

The Board Vice Chair shall:

1. Take, collect, and disseminate minutes of Board, Executive Committee, and subcommittee meetings, noting the attendance or absence of all members, both member associations and individual board members (including noting the use of a proxy). The Board Vice Chair will inform the respective member association when a Board member has missed two (2) or more meetings in a term

(including through the use of a proxy) and communicate this information to the Board so it can be included in the minutes.

2. Maintain and disseminate accountability reports of the Board.
3. Ensure the documentation of actions taken in committee meetings.
4. Supervise Appointed Officers and ensure the submission of monthly reports and attendance at all Board meetings, retreats, and conferences.

Subsection 7. Undergraduate and Graduate Professional Committee Chairs, or Campaign Chair

The Undergraduate and Graduate Professional Committee Chairs, or in their absence as defined by these bylaws, the Campaign Chair shall

1. Maintain and ensure the efforts and direction of the Board in fulfilling UCSA campaign responsibilities.
2. Facilitate and chair meetings with the Government Relations Chair, University Affairs Chair, Campus Action Chair, and Campaign Vice Chair.
3. Submit a monthly Campaign Summary with tasks for Board members.
4. Maintain diligence and effort from the board on all campaigns.

Subsection 8. University Affairs Chair

The University Affairs Chair shall:

1. Facilitate and Chair meetings with all UCSA External Vice Presidents
2. Act as the main student point of contact for all central university administrative contacts
3. Lead efforts to lobby, speak with, and correspond with UC Office of the President and the UC Regents
4. Facilitate and determine the direction of university advocacy of the UCSA Board with consultation from other External Vice Presidents

Subsection 9. Government Relations Chair

The Government Relations Chair shall:

1. Facilitate and Chair meetings with all UCSA Legislative Directors
2. Act as the main student point of contact for all legislative contacts at the state and federal levels of government
3. Lead efforts to lobby, speak with, and correspond with legislators
4. Facilitate and determine the legislative direction of the UCSA board with consultation from other UCSA Legislative Directors and the government relations director

Subsection 10. Campus Action Chair

The Campus Action Chair shall:

1. Facilitate and chair meetings with all UCSA Organizing Directors
2. Act as the main student point of contact for all coalition partners and organizing contacts at the state and federal levels of government.
3. Lead efforts to organize students, disseminate pertinent information to campus communities, protest/resist decisions made in conflict with this organization's values, and gather student input on the operations and direction of the UCSA Board
4. Facilitate and determine the issue priorities of the board with consultation from other student Organizing Directors and the UCSA Organizing Director

Subsection 11. Additional Duties of Standing Committee Chairs and Vice Chairs

The Standing Committee Chairs shall:

1. Collaborate with staff to coordinate the responsibilities of the standing committee as well as efforts with other standing committees.
2. Be responsible for the general effectiveness and production of the standing committee.
3. Provide monthly reports to the Board.
4. Serve on and attend all meetings of the Executive Committee.

5. Be the primary point of contact for members of their standing committee.
6. Provide effective communication for the standing committee between Board meetings.
7. Provide mentorship and orientation to Board members that may join after Board retreat.

The Standing Committee Vice Chairs shall:

1. Chair meetings of the standing committee in the absence of the Chair.
2. Coordinate the timing and attendance of all standing committee meetings and conference calls.
3. Take minutes (noting the attendance or absence, including the use of a proxy, of all members) and submit them to the Standing Committee Chair and other members within a week of meeting, and then forward them to the Executive Director within a week their approval.
4. Work with the Chair to ensure responsibilities of the standing committee are being carried out between Board meetings.
5. Perform any additional duties assigned by the Chair or standing committee.

The Undergraduate, or if there is no Undergraduate Committee, then the Campaigns committee, shall elect five vice chairs. Each shall serve as the lead for one permanent campaign. All other committees shall elect one vice chair.

Section 2. Appointed Officers

Subsection 1. Duties and Roster

Appointed Officers shall be responsible for supporting and advising the Board on all matters relating to their respective fields and provide monthly reports on their respective activities and correspondence. The Executive Committee may appoint the following Appointed Officers:

1. Academic Affairs
2. Alumni Relations
3. Basic Needs
4. Campus Climate
5. Financial Aid Advocacy
6. Labor Relations
7. Underrepresented Students
8. International Student Affairs
9. Transfer Student Affairs

Subsection 2. Term

The term of office for Appointed Officers shall commence at the time of their appointment and conclude after the May Board Meeting.

Subsection 3. Academic Affairs Officer

The Academic Affairs Officer shall serve as the Board's primary adviser on academic matters including, but not limited to, regular activities, positions, and communications of the University of California Academic Senate. The Academic Affairs Officer shall assist the President in cultivating the relationship between UC students and faculty and provide regular recommendations to the Board on actualizing the same. The Academic Affairs Officer shall chair the UCSA Council of Academic Affairs, comprising the elected and appointed academic affairs student leaders from the nine undergraduate UC campuses.

Subsection 4. Alumni Relations Officer

The Alumni Relations Officer shall serve as the Board's primary adviser on alumni relations matters including, but not limited to, regular activities, positions, and communications of the Alumni Associations of the University of California, including ensuring their independence from UCOP and the rest of UC administration. The Alumni Relations Officer shall assist the President in cultivating the relationship between UC students and alumni and provide regular recommendations to the Board on actualizing the same. The Alumni Relations Officer shall also assist the President and the Board in lobbying the two ex-officio Regents (and the two ex-officio Regents-Designate) who ostensibly represent the systemwide alumni association.

Subsection 5. Basic Needs Officer

The Basic Needs Officer shall serve as the Board's primary adviser on basic needs security matters including, but not limited to, policies and practices that guarantee secure access to food, housing, and personal care products. The Basic Needs Officer shall provide regular recommendations to the Board that seek to improve basic needs security and suggest collaborative opportunities between UCSA and other parties working to address matters relating to basic needs security.

Subsection 6. Campus Climate Officer

The Campus Climate Officer shall serve as the Board's primary adviser on campus climate matters including, but not limited to, issues pertaining to communities of color, undocumented students, police brutality, interpersonal violence, mental health, and major events that might impact campus climate. The Campus Climate Officer shall provide regular recommendations to the Board that seek to improve campus climate and suggest collaborative opportunities between UCSA and other parties working to address matters relating to campus climate.

Subsection 7. Financial Aid Advocacy Officer

The Financial Aid Advocacy Officer shall serve as the Board's primary adviser on financial aid matters including, but not limited to, issues pertaining to federal and state financial aid policy, rising costs of attendance and housing, and the operations of campus financial aid departments throughout the system. The Financial Aid Advocacy Officer shall provide regular recommendations to the Board that seek to improve financial aid advocacy and suggest collaborative opportunities between UCSA and other parties working to address matters relating to financial aid.

Subsection 8. Labor Relations Officer

The Labor Relations Officer shall serve as the Board's primary adviser on labor relations matters including, but not limited to, regular activities, positions, and communications of the Council of University of California Faculty Associations, the Council of University of California Staff Assemblies, and other labor representative organizations and unions. The Labor Relations Officer shall assist the President in cultivating the relationship between UC students and labor entities and provide regular recommendations to the Board on actualizing the same. The Labor Relations Officer shall also heavily participate in the UCSA Collective Bargaining program.

Subsection 9. Underrepresented Students Officer

The Underrepresented Students Officer shall serve as the Board's primary adviser on underrepresented student issues including, but not limited to, issues pertaining to re-entries, parents, first generation, veteran, disabled, former foster youth, system impacted, undocumented, homeless and similarly underrepresented students. The Underrepresented Students Officer shall provide regular recommendations to the Board that seek to address issues that affect in particular or to a greater degree underrepresented students and suggest collaborative opportunities between UCSA and other parties working to address matters relating to students not represented on each respective campus.

Subsection 10. International Student Affairs Officer

The International Student Affairs Officer shall serve as the Board's primary adviser on international student advocacy, including, but not limited to, working with each of the campus-level UC student associations to expand its international student advocacy initiatives and connecting international student advocacy leaders with UCSA to support various international student initiatives. The International Student Affairs Officer shall assist UCSA and provide regular recommendations to the Board to seek to improve the international student experience and suggest collaborative opportunities between UCSA and other parties working to address matters relating to international student affairs. They shall chair a UC-wide international student coalition that serves as an auxiliary entity of UCSA, on which a representative from each campus is selected by the External Vice President or the campus's equivalent and serve for a one-year term.

Subsection 11. Transfer Student Affairs Officer

The Transfer Student Affairs Officer shall serve as the Board's primary advisor on transfer student issues. They shall facilitate dialogue around transfer student identity, policies, experience, and representation at UCSA meetings and events. They shall identify potential statewide partners that support transfer student priorities. They shall build

collaborative relationships and strengthen transfer representation in legislative and lobbying efforts. They shall research transfer resources on each UC campus and set benchmarks to be pursued through advocacy for university and state funding.

They shall chair the UCSA Transfer Student Advisory Council, an auxiliary entity of UCSA. One (1) transfer student representative from each of the nine (9) undergraduate UC campuses shall serve a one-academic year term. The auxiliary entity shall maintain internal policies, which shall be adopted by a two-thirds vote of the council and must be ratified by the UCSA Board of Directors by a majority vote.

Section 3. Elections and Appointments

Subsection 1. Executive Officers and Standing Committee Vice Chairs

The Board shall, at its August meeting, elect in the following order:

1. President
2. Board Chair
3. Chief Financial Officer
4. Board Vice Chair
5. Campaigns Chair, or Undergraduate Chair and Graduate/Professional Chair*
6. (If applicable) Undergraduate Vice Chair and Graduate/Professional Vice Chair*
7. Fund The UC Campaign Vice Chair
8. UCweVOTE Campaign Vice Chair
9. Racial Justice Now Campaign Vice Chair
10. ACQUIRE Campaign Vice Chair
11. SEED Campaign Vice Chair
12. University Affairs Chair
13. Government Relations Chair
14. Campus Action Chair
15. University Affairs Vice Chair
16. Government Relations Vice Chair
17. Campus Action Vice Chair

*If, at any time, there are less than five voting members of either the Undergraduate committee or the Graduate Professional Committee, elections will be held for a single Campaigns Chair, and there shall be no Undergraduate or Graduate/Professional Chair or Vice Chair.

The election process shall be as follows:

1. The Executive Director shall announce the election at the July regular meeting of the Board, at least seven days prior to the vote taking place.
2. Nominations shall be made by a member of the Board. The nomination period shall last a minimum of twenty-four hours. Nominations shall remain open during the first day of the Board meeting and will be closed during the Board meeting the following day, at which time elections will take place. Nominations between Board meetings shall be presented to the Executive Director.
3. Once the nominations are closed, candidates shall give remarks for an amount of time to be determined by the Board once nominations are closed. The Board shall have the opportunity to ask the same questions of the candidates running for the same position. The Board shall then have the option to confer before a vote is taken.
4. Election shall require a majority of those present and voting. Elections shall be done by ranked choice and require a majority of those present and voting. All ballots shall include the options "Abstain" and "None of the Above."
5. Votes shall be counted and announced individually by the Executive Director and verified by an outgoing board member (or other neutral board member). Voting shall be by secret ballot.
6. The Board shall have the option to re-open nominations if no candidate receives a majority of votes cast.

Standing Committee Chair and Vice Chair elections shall occur in committee breakouts immediately following the preceding Executive Officer elections.

Subsection 2. Appointed Officers

The association shall accept and widely advertise applications for Appointed Officers from May 1 to May 31 each year. The Executive Committee shall immediately review applications and nominate a candidate for each position to the Board for confirmation by a date early enough to reasonably expect to maximize attendance at the July Board retreat. The Executive Committee shall have discretion over whether or not to reopen the application process at any time if it is unsatisfied with all candidates for a position, the nominated candidate is rejected by the board, or a vacancy occurs. The Executive Committee must make a best-faith effort to fill all Appointed Officer positions and vacancies, but may decide to leave the position intentionally vacant in the absence of committed candidates. The purpose of this clause is to promote active engagement by Appointed Officers who wish to contribute to the Association, while preventing a situation where an individual holds the position in name only.

Appointed Officers shall automatically be removed from office upon failing to attend two consecutive Board meetings.

The application shall require candidates to affirmatively acknowledge the requirement to attend all board meetings (including the July Board retreat), as well as the requirement for their respective External Vice President to make a best-faith effort to house and transport them for all such meetings. The inability or unwillingness of an applicant to commit to this requirement (particularly with respect to the July Board Retreat) shall be considered highly detrimental to their candidacy.

Section 4. Vacancies and Removal

Subsection 1. Vacancies

The order of succession for the position of President is prescribed in Article II, Section 1, Subsection 1 (Officers: Executive Officers: List of Executive Officers and Line of Succession). Upon the vacancy of another Executive Officer position (except for a standing committee chairpersonship), the President shall temporarily assume the duties of that office or appoint an Acting Executive Officer. Upon the vacancy of a Standing Committee Chair position, the respective committee Vice Chair shall temporarily assume the duties of that office. Upon the vacancy of a Standing Committee Vice Chair position, the respective committee Chair shall temporarily assume the duties of that office or appoint an Acting Vice Chair. Upon the vacancy of a Standing Committee Chair and Vice Chair position, the Board Chair shall temporarily assume the duties of those offices or appoint an Acting Committee Chair and/or Acting Committee Vice Chair. Holding Acting Office does not count for the purposes of determining who fills another vacant position.

All acting appointments shall automatically expire at the end of the following regular Board meeting - except for Committee Chairs and Vice Chairs, in which case the appointment shall expire at the end of the respective or Standing Committee's next regular meeting - and may be terminated by a majority vote or a petition signed by more than one-third of the voting membership of the respective body. All special elections to fill a vacancy shall be governed by the same process as established by these Bylaws.

If a Board member (EVP, LD, OD or AO) resigns or is removed from office while serving as an Executive Officer or Standing Committee Vice Chair, the membership of the Executive Committee shall meet to discuss a vote of confidence for the individual to retain their executive position through the end of their term. The President shall convene the Executive Committee to address the matter within three weeks of being notified of the board member vacancy, in which the Executive Officer or Vice Chair can remain in their role until the Executive Committee's discussion and vote, which would automatically require their recusal.

Subsection 2. Removal

A majority vote of either the Board or the respective Standing Committee shall be required to determine that removal of any Office or Standing Committee Vice Chair is the appropriate course of action and initiate removal proceedings.

Either the Board or the respective Standing Committee may vote to remove a Standing Committee Chair or Vice Chair, provided that a vote for removal without at least one week's notice shall require a two-thirds vote.

Article III. Committees, Councils, and Caucuses

Section 1. Class A Board Standing Committees

Subsection 1. Undergraduate

Except as stated otherwise in these Bylaws, the membership of the Undergraduate Committee shall be every undergraduate member of the Board as recognized by the Board and be responsible for the following:

1. Developing and facilitating campaign strategies for the permanent campaigns and other issues pertaining to undergraduate students.
2. Coordinating the assignment of task-level responsibilities to members to support the strategic plans and ensure coordination with all other standing committees as needed.

Subsection 2. Graduate/Professional

Except as stated otherwise in these Bylaws, the membership of the Graduate/Professional Committee shall be every graduate/professional member of the Board as recognized by the Board and be responsible for the following:

1. Developing and facilitating campaign strategies for graduate/professional campaigns and other issues pertaining to graduate/professional students.
2. Coordinating the assignment of task-level responsibilities to members to support the strategic plans and ensure coordination with all other standing committees as needed.

Subsection 3. Campaigns

If, at any time, there are less than five voting members of either the Undergraduate committee or the Graduate/Professional Committee, the committees shall meet as a combined Campaigns Committee and be responsible for developing and facilitating campaign strategies for Fund The UC, UCweVOTE, Racial Justice Now, ACQUIRE, and SEED. Campaigns Committee shall meet as a committee of the whole, not as subcommittees for each campaign, and be led by the Campaigns Chair with consultation by Vice Chairs for each campaign.

Section 2. Class B Board Standing Committees

Subsection 1. University Affairs

Except as stated otherwise in these Bylaws, the membership of the University Affairs Committee shall be every undergraduate External Vice President or their designee as recognized by the Board, the Graduate/Professional Liaison on University Affairs, and any other graduate/professional members of the Board formally designated as representatives to the committee. The University Affairs committee shall be responsible for the following:

1. Developing and maintaining a database for Regents and chancellors including contact information, background, voting record, key stances, corporate interests, and education.
2. Maintaining contact with the Academic Senate and updating the Board regularly on its activities.
3. Coordinating meetings with the President of the University of California and creating agendas for those meetings in consultation with attendees.
4. Coordinating talking points for Regents meetings for the Student Advocates to the Regents and the President.
5. Developing and tracking university policies that affect students' access to the university, quality of education, and retention rates, specifically with attention to underrepresented students.
6. Developing stances regarding university policy, programs, and actions administration.

Subsection 2. Government Relations

Except as stated otherwise in these Bylaws, the membership of the Government Relations Committee shall be every undergraduate Legislative Director or their designee as recognized by the Board, the Graduate/Professional Liaison

on Government Relations, and any other graduate/professional members of the Board formally designated as representatives to the committee if at any time there are less than five voting members of either the Undergraduate committee or the Graduate/Professional Committee. The Government Relations committee shall be responsible for the following:

1. Carrying out the legislative priorities and developing lobbying strategies for campaigns.
2. Recruiting, developing, and assisting lobby corps at each campus.
3. Working with the Government Relations Director to ensure year round lobby visits to legislative offices.
4. Proposing and tracking legislation affecting current and potential students of the University of California
5. Regularly informing the Board of upcoming legislative hearings, votes, and gubernatorial veto windows.
6. Developing and maintaining an elected representative database (including contact information, voting records, corporate interests, political affiliations, political contributions, percent of win and key stances).
7. Producing and distributing an annual Higher Education Report Card (HERC).
8. Creating a legislative impact form for each higher education bill including the author of the bill, a summary of key points of the bill, how the bill pertains to higher education, association goals and/or campaigns and directives, a proposed stance of the bill, and proposed score for HERC.
9. Discussing, voting on, and prioritizing legislation.

Subsection 3. Campus Action

Except as stated otherwise in these Bylaws, the membership of the Campus Action Committee shall be every Organizing Director or their designee as recognized by the Board, the Graduate/Professional Liaison on Campus Action, and any other graduate/professional members of the Board formally designated as representatives to the committee if at any time there are less than five voting members of either the Undergraduate committee or the Graduate/Professional Committee, The Campus Action Committee shall be responsible for the following:

1. Developing and implementing campaign strategies for the undergraduate and graduate/professional campaigns.
2. Presenting recommendations to the Board regarding actions and grassroots organizing efforts.
3. Planning and coordinating campus, regional, and statewide actions.
4. Reviewing statewide action proposals submitted by ally organizations/student groups and present recommendations to the board regarding course of action.
5. Implementing voter mobilization and civic engagement efforts across the UC.
6. Prioritizing developing student leaders and maintaining contacts for campaigns on all campuses.
7. Developing and carrying out teachings, trainings, and educational components.
8. Producing literature and supplemental materials for campaigns.
9. Maintaining regular communications with coalition partners.
10. Developing and maintaining relationships and communicate with other state, national and system-wide student associations.
11. Making and facilitating connections between campus movements/issues and those of the UC system as a whole.
12. Coordinating regional meetings at least four times during the academic year to expand on organizing training, strategize tactics, and further collaboration.

Section 3. Appointment of Graduate/Professional Members to Class B Board Standing Committees

In order to maximize Graduate/Professional participation, Graduate/Professional members of the Board may sit on any Class B Board Standing Committee regardless of their official position.

Before the September meeting, Graduate/Professional members of the Board shall meet together to appoint one Graduate/Professional Liaison on University Affairs, one Graduate/Professional Liaison on Government Relations, and one Graduate/Professional Liaison on Campus Action. Liaisons shall be recognized as the primary voice for Graduate/Professional students within Class B Board Standing

Committees for the entire year. Liaisons shall be required to attend all meeting of their designated committee, at which they shall be recognized as voting members.

At each Board meeting, Graduate/Professional members of the Board not assigned as Liaisons may divide among themselves to attend any Class B Board Standing Committee, at which they shall be recognized as voting members.

Section 4. Appointment of Other Members to Board Standing Committees

Any Board member who is not already a voting member of a Class A or Class B Board Standing Committee shall be appointed by the Board Chair to such a committee for the duration of their term. In making such appointments, the Board Chair shall factor in the preferences of the Board Member, the applicability of their position's portfolio and goals for their term, and the demographics of the committees (e.g. number of undergraduate and graduate/professional members).

Section 5. Subcommittees

Committees may establish and dissolve subcommittees at their discretion. The respective committee chair shall be responsible for chairing or designating a chair for each subcommittee.

The Undergraduate and Graduate/Professional Committees, or the Campaigns Committee, shall maintain standing subcommittees for each of their campaigns.

Section 6. Ad Hoc Committees

The Board may establish ad hoc committees at its discretion to address temporary matters. The Board shall at a minimum designate the chair, charge, duration, and whether it is a committee of the board or of the association at the time of establishment of all ad hoc committees. Any person may serve as voting member, non-voting member, or officer of the committee unless the Board provides otherwise. All ad hoc committees shall be automatically dissolved at the first regular meeting of the new board, unless renewed by the new board by the end of that meeting; the potential renewal of all such committees shall be included as an agenda item at the first regular meeting of the new Board.

Section 7. Steering Committees

The Board shall establish steering committees for all sponsored conferences with the authority to make all decisions relating to sponsored conferences. The Board or the Executive Committee shall at a minimum designate the chair. Any person may serve as voting member, non-voting member, or officer of the committee unless the Board (or the Executive Committee, if chartered by the Executive Committee) provides otherwise. Steering Committees shall regularly update the Board on the progress of their planning and execution of conferences, including at every Board meeting.

Section 8. Executive Committee

The membership of the Executive Committee shall be the Executive Officers of the association. The President shall chair the Executive Committee. The Executive Committee shall be responsible for the following:

1. Convening at least twice a month.
2. Acting on behalf of the Board in extreme circumstances that require immediate response at the discretion of the Executive Committee to be later ratified by the Board at its next meeting.
3. Reviewing and making recommendations to the Board regarding all financial matters of the Board including, but not limited to, the financial status of association programs and campus contributions to the association.
4. Reviewing and making recommendations to the Board regarding student participation in the UC collective bargaining process.
5. Reviewing all personnel matters including the hiring and evaluation of staff without violating confidentiality and legal restrictions.
6. Addressing issues pertaining to the association's relationships with other organizations and the endorsements of events and activities.
7. Performing other such duties as assigned by the Board.

Section 9. Systemwide Appointments Committee

Except as stated otherwise in these Bylaws, the membership of the Systemwide Appointments Committee shall be the President and all External Vice Presidents as recognized by the Board. The President shall chair the Systemwide Appointments Committee.

The Systemwide Appointments Committee shall be responsible for making all appointments on behalf of the association (excluding Student Regents) including systemwide committee appointments, Student Advocates to the Regents, and additional external committees. The Systemwide Appointments Committee may operate in closed session.

Incumbents for considered positions may be invited into conversations about their successor by a majority vote of the committee.

Subsection 1. Student Advocate to the Regents

The Board will reserve one StARs position beginning 2019-20 to an annual term for any UC student community that has requested institutional access to UC administration with the goal of addressing their well-being across the system and ensuring that there is educational and resource equity for their community.

The submission of an outlined plan of action (POA) detailing how access to UC administrative channels will be most appropriate and/or beneficial to address pressing concerns for their community will be the only criteria for a community to be eligible for a StARs reservation.

Section 6. Caucuses

The Board shall recognize caucuses as the official representative voice of University of California students of specific communities with the right to consult the Board on matters pertaining to their respective communities.

The Board Vice Chair shall be responsible for updating and maintaining the official roster of caucuses recognized by the association, regular communications with caucus chairs, and regularly updating the Board on their activities.

Caucuses may apply for official recognition by the Board by adhering to the following standards:

1. Electing a chair to provide regular reports and serve as the official representative of the caucus to the Board.
2. Electing a vice chair to serve as secretary and transmit records of the caucus to the Board Vice Chair and fulfill the responsibilities of chair in their absence.
3. Participating in the coordination and execution of campaigns.
4. Meeting during sponsored conferences.

The Board shall reserve the right to revoke official recognition of any caucus at any time for failing to adhere to the aforementioned standards or for violating the official mission of the association.

For the avoidance of confusion, the caucuses program discussed in this section is not the same as the UCSA-organized "caucuses" which convene ad hoc during UCSA Conferences as of August 2018.

Article IV. Personnel

Section 1. Organizational Structure

All personnel shall report to the Executive Committee. In addition to their individual job responsibilities, the Executive Director shall assign each staff member to be the dedicated advisor to a permanent campaign. Except in cases of removal by the Executive Committee, assignments shall last no less than one year.

The Executive Committee shall be vested with the responsibility of approving all changes to the organizational structure of USCA personnel with the advice of the Executive Director.

Section 2. Hiring

The Executive Committee shall be responsible for appointing a hiring subcommittee to review and recommend the hiring of all personnel. The Executive Committee shall be responsible for the approval of all hiring of personnel.

Section 3. Evaluation

The Executive Committee shall be responsible for the review and approval of all evaluations of personnel. All evaluations shall be held in the confidence of the Executive Committee.

Section 4. Discipline

The Executive Committee shall be responsible for the review and approval of all disciplinary measures relating to personnel. All disciplinary measures except termination shall be held in the confidence of the Executive Committee. All disciplinary measures that include termination shall be communicated to the Board in closed session at its next regular meeting.

Section 5. Reassignment of Responsibilities in the Bylaws

Whenever the bylaws assign responsibilities to a specific professional staff member, the Personnel Policy is hereby authorized to provide for other personnel to take on said responsibility.

Article V. Finances

Section 1. Financial Responsibility

Ultimate fiduciary responsibility of the association is vested in the Board. The day-to-day oversight and monitoring of the budget is the responsibility of the Executive Director. General oversight of the budget is the responsibility of the Chief Financial Officer in coordination with the Executive Director.

Board members shall be responsible for educating their association as to the budget process and submitting a copy of the proposed budget and dues to their respective member association for review after the Board approves the budget. Board members shall be responsible for submitting any comments on the budget to the Executive Director and Chief Financial Officer during the comment period. Board members shall be responsible for submitting any financial reports provided to the Board to any member association requesting a report.

The Executive Committee shall be responsible for approving a budget for each conference sponsored by the association.

Section 2. Annual Budget Process

The budget shall be based on a fiscal year of July 1 to June 30.

At the February Board meeting, the Chief Financial Officer and Executive Director shall release the draft budget and submit copies to the Board. At the March Board meeting, the Board shall vote on the final budget.

The budget shall consist of two pieces: a detailed line-by-line budget spreadsheet and a budget addendum which is a detailed description of each budget section and line-item delineating the purpose, limits, and process for utilizing funds.

Enrollment numbers for the draft budget shall be calculated based on represented enrollment of the fall term of the academic year prior to which the budget is drafted. Dues shall be calculated based on active enrollment once student census data is released by each campus. This enrollment number shall determine the amount for all three quarters/two semesters for that fiscal year. Summer term dues shall be based on the current year summer enrollment numbers.

Any member associations resolutions formally objecting to (i.e. attempting to veto) the proposed budget must be submitted at least one week before the May regular board meeting.

The Board shall continue to operate on the budget of the previous fiscal year until a new budget is adopted.

Section 3. Emergency Appropriations

All requests for funds not allocated as line items in the budget shall be presented to the Executive Committee for approval prior to the expenditure of funds.

The Executive Director shall be authorized to expend funds for emergency circumstances with the consent of the Chief Financial Officer. A majority vote of the Executive Committee may reverse such actions, except those portions of an action which have already been executed and are irreversible.

Section 4. Stipends

The Executive Officers and Board Standing Committee Vice Chairs shall receive monthly stipends. Upon resignation, removal, or a determination made by the Board, payment of the stipend shall be immediately discontinued. The Board shall reserve the right to temporarily suspend payment of a stipend upon a two-thirds majority vote.

A member association may also provide funding for stipends for officials from their organization through agreement with the Board that allows the Board to execute oversight on payment of the stipend. Any stipend funding provided to the Board under such an agreement not paid to the officer shall be returned to the member association, unless the agreement provides otherwise.

Section 5. Discretionary Reserve Fund and Rainy-Day Reserve Fund

Subsection 1. Purpose

The purpose of the Reserve Funds shall be to ensure the stability of the mission, programs, employment, and ongoing operations of the association by ensuring sufficient funds are available to manage cash flow on a day-to-day basis and maintain financial flexibility when revenue fluctuates.

Subsection 2. Definitions and Goals

The Discretionary Reserves Fund shall be defined as the designated fund used to account for any financial costs not taken into consideration in the annual budget, such as new organizational investments, creation of new programs or services, or expansion of existing accounts.

The Rainy-Day Reserves Fund shall be defined as the designated fund used only to cover any emergency financial damages or loss to the organization, such as sudden loss of dues, or extenuating circumstances requiring the immediate attention of the organization. The Rainy-Day Reserves Fund shall not be intended to replace a permanent loss of funds or close an ongoing budget gap.

The minimum amount to be designated to the Rainy-Day Reserves Fund shall be equal to six months of average operating costs calculated from the annual budget. Neither depreciation, in-kind, and other non-cash expenses nor one-time or unusual expenses shall be included in the calculation.

Subsection 3. Accountability

The Rainy-Day and Discretionary Reserves Funds shall be recorded in the financial records. The Reserve Fund shall be funded and available in cash or cash-equivalent funds, and maintained in a separate interest-bearing account.

Subsection 4. Funding

At the beginning of each fiscal year, 2% of the unrestricted operating budget must be allocated to the Discretionary Reserves Fund.

At the end of each fiscal year, one-third of any remaining surplus in the Discretionary Reserves Fund will be used to cover operational deficits for that year, and two-thirds of the remaining surplus will be transferred to the Rainy-Day Reserves Fund.

Subsection 5. Use

The use of the Reserves Funds shall be governed as follows:

1. A request for use of the Discretionary Reserves Fund may be introduced by any member of the Board of Directors and authorized by a simple majority vote of the Board.
2. A request for use of the Rainy-Day Reserves Fund must be approved by the Executive Committee and authorized by a simple majority vote of the full Board.

Article VI. Permanent Campaigns

Section 1. Fund the UC

Subsection 1. Purpose

The campaign shall be established for the purpose of ensuring affordability, quality, and access to the University of California by eliminating all tuition and fees, restoring per student funding to adequate levels, and maintaining financial aid for cost of living and other costs of attendance. Through identifying and securing dedicated progressive taxation revenue streams for the University of California we will achieve the original intent in the California Master Plan for Higher Education of an equitable higher education system for all.

Subsection 2. Goals

The campaign shall be responsible for:

1. Advocating for and organizing around revenue-generating bills in the California State Legislature and progressive reform initiatives presented on state ballots.
2. Educating students, along with the public and all higher education stakeholders, about the root causes of the State of California's systemic budget dilemma and the need for revenue reform to resolve it.
3. Shaping the narrative around the State of California about higher education being a universal public good.
4. Working in concert with coalition partners to achieve revenue reform, including, but not limited to, reform or repeal of Proposition 13 (1978).

Section 2. UCweVote

Subsection 1. Purpose

The campaign shall be established for the purpose of increasing the legislative power of the association and constituents through organizing non-partisan student voter registration, education, and turnout efforts for every state and federal election on campuses.

Subsection 2. Goals

The campaign shall be responsible for:

1. Maintaining and increasing the number of informed, active student voters in every state and federal election from previous years.
2. Providing member associations with the resources, trainings, and support to register, educate, and mobilize students to vote in state and federal elections.
3. Making at least one presentation to each member association each year about the program.
4. Advocating changes to state and federal law and University of California policies to make it easier to encourage students to vote and inform them of issues on the ballot.

Section 3. Racial Justice Now

Subsection 1. Purpose

The fight for collective liberation is one that takes the acknowledgment of our differences before we move forward as one. This acknowledgment is crucial in order to prevent the erasure of our most marginalized communities, and therefore we must recognize that this ultimate goal is not something that can be achieved overnight. We must be intentional in our deliberate prudence towards our goals as we build community. The Racial Justice Now campaign strives to uplift the personhood and concerns of marginalized UC students to ensure their needs are met and their existence respected by the UCSA (and its individual board of directors), UCOP, the UC Regents, and the University of California via concrete policy changes. Our goal is to elevate students belonging to historically marginalized communities so that they are able to make the most of their education and graduate with their personhood(s) in tact. Additionally central to this goal will be continued advocacy towards eradicating the school-to-prison-pipeline and supporting the formerly incarcerated in their path towards education. The Racial Justice Now Campaign works to further end the disproportionate exposure of marginalized students, specifically black and brown students, to the criminal justice system, recognizing that these efforts are integral in the efforts of our collective liberation.

Subsection 2. Goals

The campaign shall be responsible for:

1. A long term, annual Scholarship application for marginalized student community organizations
2. Distributed education Pamphlets/disorientation guides written by students/marginalized community members
3. Retaining Racial Justice Now Coordinators at every campus
4. K-12 outreach
5. Greater community presence on Board/Community Caucuses
6. Greater retention and recruitment efforts for marginalized/underrepresented students
7. Student-led Police oversight efforts
8. Student Bill of Rights
9. Maintaining accurate and purposeful cultural awareness trainings for UCSA at minimum
10. Ensuring that this list of goals is not to be understood as exhaustive, and does not exclude other goals from being included in the responsibility of this program.
11. Ensuring the facilitation of deliberate and constructive conversation, education, and action around the topic of anti-Blackness in university, community, and social spaces.

Section 4. A Campaign for Quality in Resources and Education (ACQUIRE)

Subsection 1. Purpose

ACQUIRE is a Campaign for Quality in Resources and Education driven by the belief that academic success depends on the availability of holistic resources and protections. ACQUIRE strives to ensure resources and protections such as, but not limited to, safety from interpersonal violence, sexual violence, and hate crimes; retention services; mental and physical health services; academic accommodations; and support for basic needs. ACQUIRE considers more than the resources we are protecting, but focuses our efforts on underrepresented and historically marginalized communities that face specific challenges in accessing these resources. These challenges may be intersectional in nature and may require additional attention. These students face additional challenges that call for additional resources to be able to not just survive their experience in the UC, but to truly thrive and have a rewarding experience in their UC education.

Subsection 2. Goals

The campaign shall be responsible for generating awareness and action by the UC or state legislature to address the above listed concerns, and any other issues hindering UC students' acquisition of academic and personal success.

Section 5. Students Enacting Environmental Defense (SEED)

Subsection 1. Purpose

Environmental justice is understood for the purpose of this campaign as a nebulous paradigm in which systemic and interlocking means of oppression have been weaponized to disenfranchise and disinvest in BIPOC communities in the perpetuation of white supremacy, both domestically and globally. Our working definition of environmental justice is directly inspired by “The Principles of Environmental Justice” as outlined by the [1991 People of Color Environmental Leadership Summit](#).

This campaign shall be established for the purpose of pursuing environmental justice initiatives within and across the University of California’s campuses, affiliations, and surrounding communities through community organizing, coalition building, education, and legislative advocacy. This campaign shall work in tandem with other UCSA campaigns, the Board of Directors, and auxiliary organizations to combat environmental racism and uplift the conditions that marginalized students are born into.

Subsection 2. Goals

The campaign shall be responsible for:

1. Promoting intersectional environmental justice education among UC students, organizations, and affiliates.
2. Uplifting BIPOC voices in advocating for environmental justice issues.
3. Advancing a just transition to sustainable energy, food, water, land, waste, and other resource management strategies by the UC and campuses.
4. Supporting Indigenous sovereignty and Land Back in meaningful, actionable, and culturally-competent ways; through consultation and contact with Tribal nations, Native and BIPOC student organizations, and historically marginalized communities, recognizing the disproportionate impact of environmental racism on these communities.
5. Encouraging divestment from non-sustainable and culturally-disruptive resources, projects, and partnerships by the UC and campuses.
6. Advocating for UCOP and campus transparency and accountability with regard to environmental goals and practices.
7. Collaborating with campus, UC, and local community leaders and coalitions to bolster ongoing environmental justice efforts.

Section 6. Official Platform

In addition to the permanent campaigns outlined in these bylaws, UCSA shall maintain an official platform of policy positions expressing the values of the organization, which shall carry over to new leadership each year. All previous campaign priorities and resolution directives shall be included in the platform. UCSA will be authorized to act on items in the platform at any time, but such action shall require attention so great as to inhibit the organization’s commitment to the annual priority of each permanent campaign. Additions to the platform may be made through formal resolutions and/or adoption of statewide campaigns and campaign priorities.

Article VII. Collective Bargaining Program

Section 1. Overview

The program shall be responsible for:

1. Training, educating, and assisting student representatives in observing the collective bargaining process.

2. Informing and educating the Board and constituents about collective bargaining and its effects on the University of California.
3. Informing the Board of the status of current or ongoing collective bargaining issues.

Section 2. Administration

The program shall be jointly administered by the Labor Relations Officer and Undergraduate Organizing Directors. Official stances of the Board on collective bargaining shall be communicated to parties by participants of the program. The program shall be regularly evaluated including feedback from participants, staff, and the Board.

Section 3. Funding

Funding for the program shall be annually allocated to the association from the State of California through the University of California. The University of California shall be authorized to audit and account for all expenditures of the program at any time. The budget and expenditures of the program shall be regularly reviewed by the Executive Committee.

Section 4. Termination

In the event the program is terminated, all existing assets of the program shall be transferred to the University of California to the extent required by §501(c)(3) of the Internal Revenue Code regarding the dissolution of exempt organizations and services.

Article VIII. Conferences

Section 1. Student Organizing Summit (UCSOS)

Subsection 1. Purpose

The association shall host an annual Student Organizing Summit in the summer for the purpose of:

1. Providing constituents with the opportunity to develop and hone organizing skills.
2. Supplying workshops, panels, strategy sessions, roundtable discussions, and other collaborative opportunities for discussions.
3. Providing the President the opportunity to address constituents through the annual State of the Association.
4. Electing an annual goal to be the primary objective of each of the organization's permanent campaigns.
5. Developing voter registration skills and expectations prior to November elections.

Subsection 2. Selection of Annual Campaign Priorities

At Student Organizing Summit, delegates shall self-select to participate in one of five concurrent sessions, one for each of the permanent campaigns, based on their personal interest in the campaign topic. The purpose of the session shall be to select a single campaign priority for the year. No campaign shall be allowed to select more than one annual priority.

Any official delegate of the Student Organizing Summit may submit a campaign priority proposal for consideration. Throughout the session, the staff advisor to the campaign shall facilitate proposals and discussion.

The selection vote of campaign priorities shall be conducted by ranked choice, instant run-off. Each delegate attending the session shall be entitled to one ballot. Ballots shall include the name of the delegate, to ensure that no delegate casts more than one vote.

Official ballots shall be disseminated to each delegate by the staff advisor to that campaign. The President and staff shall be responsible for calculating each sessions' ballots to determine the winner.

The President shall announce the elections results at the next open session of the Student Organizing Summit. Ballots shall be available for examination by request for one month following the last day of the conference.

Section 2. Students of Color Conference (SOCC)

The association shall host an annual Students of Color Conference in the fall for the purpose of:

1. Addressing barriers of access to higher education that exist for students of color.
2. Providing a safe space for students of color to learn about collective issues.
3. Facilitating opportunities for communities of color to empower students with solutions and skills to address shared issues.

Section 3. Student Lobby Conference (SLC)

The association shall host an annual Student Lobby Conference in the spring for the purpose of:

1. Providing constituents with the opportunity to develop and hone legislative advocacy skills.
2. Educating students on current political issues pertaining to higher education, the political landscape of the state government, and elected officials.
3. Supplying workshops that relate to legislative advocacy.
4. Educating students on the legislative and budget priorities as determined by the Board prior to the Student Lobby Conference.
5. Providing students an opportunity to lobby the California State Legislature on UC Student Lobby Day.

Article IX. Operational Policies

Section 1. Operational Policies

1. The operational policies shall supplement the Bylaws by detailing the procedures of association officials and bodies and general association practices.
2. Operational policies shall be considered secondary to and may not conflict with, nor otherwise undermine, the Charter or Bylaws.
3. An organized code of policies, managed by the Executive Director, shall be made publicly accessible with the other governing documents.
 - a. Policy 0 shall be a Policy on Policies.
4. Operational policies shall not be used to set UCSA advocacy or political policy.
 - a. The sole exception to this shall be the Official Platform. This exception is intended solely for organizational purposes.
5. Unless otherwise provided, operational policies shall not expire.
6. The board may create, amend, or rescind an operational policy by a majority vote, or by a two-thirds vote without at least one week's notice (a vote to undo a change not done by the board shall automatically be considered noticed for the following regular board meeting, even if said action occurred less than a week prior).

Section 2. Criteria for Policies

1. The UCSA board may create policies for purposes necessary and proper for executing any of the duties assigned to them in the Bylaws.
2. Other Bylaws may specify that specific bodies or officials shall be responsible for certain operational policies and special mechanisms for approving, amending, or rescinding such policies (or parts thereof). However, the board shall always retain the power to ultimately exercise said power.
3. The Board shall settle any disputes over which official or body has jurisdiction to set an operation policy. Should the Board hopelessly deadlock over resolving such a dispute, the

Executive Committee shall decide. Should the Executive Committee then hopelessly deadlock over resolving such a dispute, the Board Chair shall decide.

4. Each policy shall have a number, title, specify the effective date, contain a brief summary, clearly name the responsible official or body, and cite the section of the Bylaws giving the official or body the authority to create the policy.

Section 3. Mandatory Operational Policies

Pursuant to the bylaws, the following operational policies are required:

0. Policy on Policies (Article VI, Section 1, Clause 3a)
 1. Personnel Policy
 2. Limits on Delegation of Authority to Issue Interim Decisions
 3. Official Platform

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