



**ASSOCIATED STUDENTS, INCORPORATED  
CALIFORNIA STATE UNIVERSITY, LOS ANGELES**

# ADMINISTRATIVE MANUAL

# BYLAWS

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**POLICY 001**

## **ARTICLE I**

## **NAME, PURPOSE AND MEMBERSHIP**

- Section 1. **Name.** The name of this corporation shall be the Associated Students, Incorporated of California State University, Los Angeles. Hereinafter referred to as Associated Students, Incorporated. The official abbreviation of the Associated Student, Incorporated shall be A.S.I. or A.S.I. CSULA.
- Section 2. **Purpose.** The purposes of the Associated Students, Inc. shall be to promote the establishment of, and provide the means for, effective avenues of student input into the governance of the campus: provide an official voice through which student opinion may be expressed: provide an opportunity where students may gain experience and training in responsible political participation and community leadership: assist in the protection of the rights and interests of individual student: and to stimulate the educational, social, physical and cultural well being of the university community.
- Section 3. **Membership.** Membership in the Associated Students, Inc. shall be divided into the following:
- Clause 1. **Regular Membership.** All registered students of California State University, Los Angeles shall be termed regular members of the Associated Students, Inc. as verified by the Registrar of the University. Eligible regular members may vote, hold office, represent CSULA in inter-collegiate competition, participate in all activities sponsored by the Associated Students, Inc. and enjoy other rights and privileges accorded by the Board of Directors by authority of the Articles of Incorporation and these Bylaws.
- Clause 2. **Associate Membership.** Any member of the faculty or staff of California State University, Los Angeles may become an associate member of the Associated Students, Inc. by paying the student activity fee: Associate members shall enjoy all of the rights and privileges of membership, except the right to vote and hold elective office.
- Clause 3. **Honorary Membership.** Any person, firm, corporation, or organization may be elected to honorary membership for such a term as provided at the time of election, by a majority vote of the Board of Directors, in recognition for and appreciation of unselfish service and assistance rendered to the Associated Students, Inc.

## **ARTICLE II**

## **PRINCIPLE PLACE OF BUSINESS**

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

## **ARTICLE III**

## **DIRECTORS, QUALIFICATIONS, AND TERM OF OFFICE**

- Section 1. The affairs of this corporation shall be administered by the Board of Directors, unless changed by amendment to these Bylaws.

Clause 1. The Board of Directors shall consist of the following directors elected by the members of this corporation, as specified in Article IV of these Bylaws.

- A. Associated Students, Inc. President
- B. Associated Students, Inc. Vice President for Administration
- C. Associated Students, Inc. Vice President for Academic Governance
- D. Associated Students, Inc. Vice President for Finance
- E. Four (4) Representatives-at-Large
- F. Two (2) College of Arts & Letters Representatives
- G. Two (2) College of Business & Economics Representatives
- H. Two (2) Charter College of Education Representatives
- I. Two (2) College of Engineering & Technology Representatives
- J. Two (2) College of Health & Human Services Representatives
- K. Two (2) College of Natural & Social Sciences Representatives

Clause 2. The University President or designee and the Operations Officer shall serve as ex-officio, non-voting directors.

Section 2. Qualifications. In order to become a member of a Board of Directors of an approved auxiliary organization at California State University, Los Angeles (CSLA) or be the campus representative to the California State Students Association (CSSA), a student candidate must at the time of filing for election or nomination for appointment be a regular member of the Associated Students, Inc.(ASI), as defined in Article I of the ASI Bylaws.

Clause 1. Undergraduates:  
Student candidates or nominees must have been enrolled at CSULA for two quarters prior to the election or nomination, and have earned no fewer than 9 quarter units of academic credit during that year with a 2.0 or better grade point average during the 12 months immediately preceding the quarter in which the election or appointment occurs. Candidates or nominees must also earn a minimum of 9 quarter units of academic credit during the quarter in which the election is held or nomination is made, maintaining a 2.0 grade point average or they will be automatically disqualified from holding office. Eligibility to hold office will be verified by the Registrar of the University at the time of filing for election, nomination or appointment and subsequent to election, nomination or appointment.

Graduates:  
Graduate candidates or nominees must earn 8 quarter units per period of continuous attendance as a new graduate student to be eligible. New graduates students who receive a bachelor's degree or credential within the past three years from CSULA must have earned a total of 18 units during their last year as an undergraduate to be eligible. Candidates or nominees must also earn a minimum of 4 quarter units of academic credit during the quarter in which the election is held or nomination is made, maintaining a 2.0 grade point average or they will be automatically disqualified from holding office. Eligibility to hold office will be verified by the Registrar of the University at the time of filing for election, nomination or appointment and subsequent to election, nomination or appointment.

Clause 2. During the term of office or appointment, a student director must maintain a 2.0 or better grade point average. Undergraduates must complete a minimum of nine (9) units of academic credit each quarter, and graduates must complete four (4) units each quarter, with the exception of one quarter during each 12 months of service when student directors do not need to be registered in any courses. During this "quarter off", director's must not be registered for classes at this University.

Clause 3. Removal of a student director for any reason will not invalidate any prior vote or actions on the part of that student director.

Clause 4. Student candidates, nominees and incumbents shall not be on either academic or disciplinary probation or they will be ineligible or automatically disqualified from holding office.

Clause 5. Students nominated to serve on auxiliary committees or as representatives of the auxiliary shall meet the same eligibility standards as Board members.

- Clause 6. Undergraduate student directors are allowed to earn a maximum of 225 quarter units. Graduate student directors are allowed to earn a maximum of 75 quarter units. Students holding over that number of units will be disqualified from holding office.
- Clause 7. Under extraordinary circumstances the campus president may make an exception to the requirements for unit load, maximum allowable units, residency and grade point average.
- Clause 8. Candidates for the office of College Representative shall in addition to Article III, Section I, Clauses 1 and 2:
- A. Be a declared major in the College for which they have filed; and
  - B. Be enrolled in at least one course within the College for which they have filed; for the College of Education, have completed at least one (1) course within that College.

## **ARTICLE IV**

## **ELECTION OF DIRECTORS**

- Section 1. **General Election.** Selection of all Directors of the Associated Students, Inc. except as otherwise provided, shall be by a general election. A candidate shall be elected by a plurality of all votes cast for the office being sought. The following procedures shall be necessary for election:
- Clause 1. The Elections Code of the Associated Students, Inc. shall govern all matters of elections and election procedures.
- Clause 2. No person shall file for more than one elective office at any one election. Declaration of candidacy for any one office shall be deemed as notification that the candidate will not accept the candidacy, write-in or otherwise, for any other office during the election.
- Section 2. **Unopposed Candidates.** All unopposed candidates for a given position will have their names placed on the ballot along with a no confidence ballot. If the total number of no confidence votes exceeds the total number of votes cast for the candidate, the office will be deemed vacant.
- Section 3. **Term of Office.** The term of office for the Board of Directors shall commence the first day of the Summer Quarter and conclude on the day before the first day of the succeeding Summer Quarter.

## **ARTICLE V**

## **VACANCIES, RECALL, AND REMOVAL OF DIRECTORS**

- Section 1. **Vacancies.** If any elected official, during the term of office, ceases to be a student as CSULA, ceases to qualify for office, or should any office not be filled during the general election, that office shall be deemed vacant.
- Clause 1. In the event a director ceases to be a director due to death, resignation, disqualification, removal, leave of absence, or ineligibility determined by the Registrar of the University and sustained by the Board of Directors or non-election, such a vacancy shall be filled for the unexpired terms by a majority vote of the total remaining directors.
- Clause 2. Should such a vacancy occur in the office of Associated Students, Inc. President, then such vacancy shall be filled by the Vice President for Administration, ONLY IF THE INCUMBENT VICE PRESIDENT FOR ADMINISTRATION HAS BEEN ELECTED BY THE STUDENT BODY AT A REGULAR GENERAL OR SPECIAL ELECTION.
- Clause 3. Should the office of the President be vacated, and should the office of the Vice President for Administration be vacated or should the Vice President for Administration be unable to serve as President, the Vice President for Academic Governance shall become President, ONLY IF THE INCUMBENT VICE-PRESIDENT FOR ACADEMIC GOVERNANCE HAS BEEN ELECTED BY THE STUDENT BODY AT A REGULAR GENERAL OR SPECIAL ELECTION.
- Clause 4. Should the offices of the President, the Vice President for Administration and the Vice President for Academic governance be vacated simultaneously, a special election for those offices shall be held.
- Clause 5. Should the offices of the Vice President for Administration or Academic Governance be vacated, the Board of Directors shall elect a replacement. Vice Presidents appointed in this manner will not be eligible for appointment to the position of President by the Board of Directors.

- Section 2. **Recall.** Any Director may be subject to recall by action of the Board of Directors as prescribed by the Code of Procedures, or by petition containing signatures and student identification numbers of five (5) percent of Associated Students, Inc. regular members.
- Clause 1. All persons wishing to circulate petitions for recall must register them with the Operations Officer (Executive Director) or designee, at which time all copies of the petition will be dated.
- Clause 2. The Vice President for Student Affairs or designee ensures that the recall petition is returned to the Associated Students, Inc. within twenty (20) working days. The enrollment status of all students whose signature and student identification number appears on the petition shall be verified by the University Registrar within ten (10) working days of receipt of the petition.
- Clause 3. Should such a petition be verified, a special election shall be called by the Associated Students, Inc. President within fifteen (15) working school days of the verification date.
- Clause 4. A majority of votes cast for recall shall remove a director from office, providing that the total number of votes cast in the recall election equal or exceed the number cast for that director when elected, plus at least one-fifth (1/5) of the total number of votes cast for unsuccessful candidates for the election.
- Clause 5. In the event that a director was appointed to the Board of Directors under Article V, Section 1, Clause 1, or has succeeded to office under Article V, Section 1, Clauses 2,3, and 5; the total number of votes cast in the recall election must equal or exceed the total number of votes cast for the director's predecessor, plus at least one-fifth (1/5) of the total number of votes cast for unsuccessful candidates for that office.
- Section 3. **Removal of Directors by the Board of Directors.** The Board of Directors may initiate action to remove any director through the removal procedures prescribed by the most recently revised edition of the Associated Students, Inc. Code of Procedures.

## **ARTICLE VI AUTHORITY, ACTIONS AND DUTIES OF DIRECTORS**

- Section 1. **Authority.** The Board of Directors shall have the power to conduct, manage and control the affairs and business of the corporation in conformity with the applicable federal and state laws including the California Education and Corporations Code, Title V of the California Administrative Code, applicable policies of the Board of Trustees of the California State University and the University, the Articles of Incorporation and these Bylaws.
- Clause 1. The Board of Directors shall, by two-thirds (2/3) vote of all directors have final authority in all cases involving page interpretation of the Associated Students, Inc. Code of Procedures.
- Clause 2. The Board of Directors shall have the authority to hire and dismiss employees and to establish policies regarding employee benefits, responsibilities, compensations, and grievance procedures.
- Section 2. **Action.** Any decision of the Board of Directors may be subject to reconsideration by the Board of Directors at the request of the Judicial Review Committees, or the President of the University.
- Section 3. **Duties of Directors.**
- Clause 1. The Representatives-at-large shall:
- A. Ensure that all necessary activities and policies are initiated and implemented to benefit the student body at large.
  - B. Actively seek out the opinions, needs and desires of students who do not have official representatives on the Board of Directors.
  - C. Be a member of at least one of the Associated Students, Inc. committees.
  - D. Submit a state of affairs report to the Board of Directors in accordance with the Code of Procedures.
- Clause 2. The Representatives of College shall:
- A. Be the official representatives of their respective Colleges.
  - B. Actively seek out the opinions, needs and desires of their constituents.

- C. Present to the Board of Directors for consideration, measures which might serve to resolve student-related problems encountered by their constituents.
- D. Organize and be the B.O.D. liaisons to their College councils. IN THE EVENT A COLLEGE COUNCIL DOES NOT EXIST, THE REPRESENTATIVE SHALL BE RESPONSIBLE FOR INITIATING ONE.
- E. Be a member of at least one of the Associated Students, Inc. committees.
- F. Submit a state of affairs report to the Board of Directors in accordance with the Code of Procedures.

Section 4. Annual Budget. The Board of Directors shall submit for approval, a completed annual budget to the University President not later than sixty (60) calendar days prior to the end of the fiscal year. The Board of Directors shall approve the appropriation of Associated Students, Inc. funds in accordance with Title V, California Administrative Code, the Education Code and the Corporations Code of the State of California, and applicable policies of the Board of Trustees of the California State University. Implementation of any such provisions, however, is subject to the review and approval of the University President in accordance with Section 42402 of title V California Administrative Code.

Section 5. Codes and Records. The Board of Directors shall establish, enforce and keep permanent record of these Bylaws, codes and rules and regulations governing the affairs of the Associated Students, Inc.

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

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

Clause 3. The Associated Students, Inc. Government Office shall prepare a bound copy of the annual minutes and records of the Associated Students at the end of each fiscal year.

Clause 4. The Vice President for Finance shall provide for, and make available an annual Financial Report to the public for the fiscal year of operation.

## **ARTICLE VII**

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

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

Section 2. Emergency Meetings. Emergency meetings of the Board may be called at any time by the Associated Students, President. In the President's absence, inability, or refusal to do so, any two (2) members of the Board may call the Emergency meeting.

Clause 1. Notice of the time and place of such Emergency Board meetings shall be given by personally delivering a copy to each director, or by mailgram or letter sent at least three (3) working days prior to the time set for the Emergency meeting.

Clause 2. Said notice shall state in general terms the purpose for which the meeting is called.

Clause 3. Said notice shall be handled at the Associated Students, Inc. expense and addressed to each director at his/her address as it appears in the records of the Associated Students.

Section 3. Quorum. A quorum for all meetings shall consist of a majority of the voting membership (50% plus 1) of the Board of Directors.

## **ARTICLE VIII**

## **OFFICERS**

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

- A. The Associated Students, Inc. President
- B. The Associated Students, Inc. Vice President for Administration who shall be the first (1st) Vice President
- C. The Associated Students, Inc. Vice President for Academic Governance, who shall be the second (2nd) Vice President
- D. The Associated Students, Inc. Vice President for Finance, who shall be the third (3rd) Vice President
- E. the Associated Students, Inc. Secretary/Treasurer

Section 2. Responsibilities of the Associated Students President.  
The Associated Students President shall:

- A. Preside over the Board of Directors, the Executive Committee, and the Personnel Committee meetings and be a member of the Finance Committee.
- B. Have the power to recommend for appointment, and/or dismissal, with a majority approval of the entire Board of Directors; the Elections Commissioner, the students on the Instructionally Related Activities Board, the University-Student Union Board, the CSULA Foundation, Cal State L.A. University Auxiliary Services, Inc.
- C. Have the power to recommend such appointments as the Bylaws or the Code of Procedures require, subject to a majority approval of the Board of Directors, and to fill vacancies, unless otherwise provided for in these Bylaws or Code of Procedures.
- D. Be the official representative of the Associated Students, Inc.
- E. Be an ex-officio member of all Associated Students, Inc. committees, commissions, and councils.
- F. Have as Chief Executive, with the concurrence of the Executive Committee, the power to issue executive orders as necessary for the conduct of the Associated Students, Inc. operations in the absence of appropriate legislative action. All executive orders shall be reported at the next Board meeting and may be overridden by a two-thirds (2/3) majority of the entire Board of Directors.
- G. Be responsible for the implementation of any policies and measures of the Associated Students, Inc. that are not subsumed under the jurisdiction of the committees, commissions, councils, or other offices as specified in these Bylaws or the Code of Procedures.
- H. Perform such other duties as may be prescribed by the Board of Directors, these Bylaws or the Code of Procedures.

Section 3. Responsibilities of the Associated Students, Inc. Vice-President for Administration  
The First Vice President shall:

- A. Coordinate the activities of all Administrative units and preside over the Cabinet of Commissioners and the Administrative council.
- B. Be a member of the Board of Directors, Executive, Personnel, and Finance Committees.
- C. Be an ex-officio member of all Administrative units.
- D. Have the power to recommend for appointment and/or dismissal, with a majority of the entire Board of Directors, and the various commissioners.
- E. In the absence, disability, or at the request of the Associated Students President, perform all the duties of the A.S. President; and when so acting, have all the powers of, and be subject to, all the restrictions upon the Office of the President.
- F. Have such other powers and perform such other duties as may be delegated by the Associated Students, Inc. President, the Board of Directors, these Bylaws, or the Code of Procedures.

Section 4. Responsibilities of the Associated Students, Inc. Vice President for Academic Governance.  
The Second Vice President shall:

- A. Coordinate the activities of all Academic Governance units and Preside over the Cabinet of Senators, and Academic Council.
- B. Be a member of the Board of Directors, Executive, and Personnel Committees.
- C. Have the power to recommend for appointment and/or dismissal, with a majority approval of the entire Board of Directors, students to University and Academic Senate committees, subcommittees and boards.
- D. In the absence or disability of the Associated Students President and First Vice President shall, perform all the duties of the Associated Students President: and when so acting, shall have all the powers of, and be subject to all the restrictions upon the Office of the President.

- E. Have such other powers and perform such other duties as may be delegated by the Associated Students President, the Board of Directors, these Bylaws, or the Code of Procedures.

**Section 5.** Responsibilities of The Associated Students Inc. Vice-President for Finance.  
The Third Vice President shall:

- A. Coordinate the activities of all Finance units and will preside over the Finance Committee as Chair.
- B. Be a member of the Board of Directors, Executive, and Personnel Committees.
- C. Have the power to recommend for appointment and/or dismissal, with a majority approval of the entire Board of Directors, students to the position of Vice-Finance Chair.
- D. In the absence or disability of the Associated Students President, First Vice-President, and Second Vice-President, perform all the duties of the Associated Students President: and when so acting, shall have all the power of, and be subject to all the restriction of the Office of the President.
- E. Shall assume the leadership and responsibilities as stated in Article IX, Section 3 of the Associated Students Inc. Bylaws.
- F. Have such other powers and have such other duties as may be delegated by the Associated Students Inc. President, the Board of Directors, these Bylaws, or the Code of Procedures.

**Section 6.** Responsibilities of the Associated Students, Inc. Secretary/Treasurer.  
The Secretary/Treasurer:

- A. A representative-at-Large shall be appointed Secretary/Treasurer by the Associated Students, Inc. President, subject to a majority approval by the Board of Directors.
- B. Shall perform the responsibilities designated in the Code of Procedures.

**ARTICLE IX**

**STANDING COMMITTEES**

**Section 1.** Executive Committee. The Executive Committee shall coordinate the information, program, projects, and problems to be considered by the Associated Students, Inc. Board of Directors. The Executive Committee shall also provide general policy guidelines, and make specific policy decisions, in place of the entire Board of Directors only when the Board cannot be called together to act on an emergency matter.

Clause 1. All policy decisions of the Executive Committee shall be reported to the Board of Directors and may be overturned by a two-third (2/3) vote of the Board of Directors present at the meeting.

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

Clause 1. The Personnel Committee shall make recommendations to the Board of Directors regarding hiring employees, dismissing employees, establishing policies regarding employee benefits, responsibilities, compensations, and grievance procedures.

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

Clause 3. The Personnel Committee shall conduct, on a semi-annual basis, a review of the performances of the full-time employees.

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

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

- Clause 2. The Finance Committee shall also prepare an annual budget which must be submitted to the Associated Students, Inc. Board of Directors in sufficient time for review and approval in accordance with Article VI, Section 4 of these Bylaws.
- Clause 3. Investment Committee. The Finance Committee shall have responsibility for recommending the most appropriate investment of, and the safeguarding of Associated Students, Inc. funds.
- Section 4. Cabinet of Commissioners. The Cabinet of Commissioners shall coordinate, plan and be responsible for the activities of the administrative units of the Associated Students, Inc.
- Clause 1. All actions of the Cabinet of Commissioners must be reported to the Board of Directors. On receiving report of the actions taken, the Board of Directors may decide to reconsider the directives of the Cabinet of Commissioners.
- Clause 2. The members of the Cabinet of Commissioners shall include, but not be limited to the following:
- A. Campus Relations Commissioner
  - B. Community Development Commissioner
  - C. Program Coordination Commissioner
  - D. Special Services Commissioner
  - E. Elections Commissioner
- Section 5. Cabinet of Senators. The Cabinet of Senators shall coordinate, plan, and be responsible for the actions of the Academic Governance units of the Associated Students, Inc.
- Clause 1. All actions of the Cabinet of Senators must be reported to the Board of Directors. On receiving report of the recommended actions, the Board of Directors may decide to reconsider the recommendations of the Cabinet of Senators.
- Clause 2. The members of the Cabinet of Senators shall include, but not be limited to, the student senators of the Academic Senate.
- Section 6. Judicial Review Committee. The Judicial Review Committee shall:
- A. Review, upon appeal, decisions of the Board of Directors involving interpretations of the Articles of Incorporation, the Bylaws, and the Code of Procedures.
  - B. Declare all election results.
  - C. Hear all alleged violations of election campaign rules and regulations, and/or irregularities in balloting procedures as set forth in the Associated Students, Inc. Bylaws and Election Code.
  - D. Resolve grievances between members of the Associated Students and the Board of Directors relative to the functioning of the Associated Students.
  - E. Hear other grievances and issues as referred to the Committees by the Board of Directors or the University President.
- Clause 1. Membership. This committee shall consist of a Chief Justice, three (3) Associate Justices and one faculty member.
- A. The Chief Justice and the Associate Justice shall be recommended by the Associated Students, Inc. President and shall be approved by a two-thirds (2/3) vote of the entire Board of Directors.
    - 1. The justices may not hold any elective or other appointive office of the Associated Students.
    - 2. The justices shall be regular members of the Associated Students, Inc. in good standing as defined by the University Registrar.
  - B. The Faculty member shall be recommended by the Committee on Committees of the Academic Senate and shall be approved by a two-thirds (2/3) vote of the entire Board of Directors.
- Clause 2. Review. Any decision of the Board of Directors may be subject to review in the following manner:
- A. The Board of Directors, by a majority vote, may present matters to the Judicial Review Committee.



- B. The Associated Students, Inc. President or the Chief Justice shall be obligated to convene a Judicial Review Committee upon receipt of a petition requesting such an action containing seventy-five (75) student signatures, with permanent file numbers, verified by the University Registrar.

Clause 3. Power. The Judicial Review Committee shall have the power to declare null and void only actions that are contrary to the Articles of Incorporation, or the Bylaws of the Associated Students, Inc.

Clause 4. Procedures. The Judicial Review Committee shall:

- A. Establish its own Code of Procedures. This code shall be approved by the Associated Students Board of Directors.
- B. Submit its decisions in writing to the Associated Students Board of Directors for inclusion in the official minutes.

Clause 5. Term of Office. The term of office for members of the Judicial Review Committee shall coincide with the term of office for the Associated Students Board of Directors.

## **ARTICLE X**

## **ELECTIONS**

Section 1. Annual General Election. There shall be an annual general election by the members of this corporation for the purpose of electing the officers of this corporation. Said election shall be held on the campus of California State University, Los Angeles. The election shall be held upon a date or dates as may be determined by the Board of Directors.

Clause 1. Notice of the time of such election shall be given at least three (3) weeks in advance and must be published in:

- A. A conspicuous place in the University Times.
- B. At least three (3) conspicuous and public places on the campus of California State University, Los Angeles.

Section 2. Special Elections, Referendum, and Initiative

Clause 1. Initiative. The Associated Students shall have the power to initiate legislation at a Board of Directors meeting by means of a written petition signed by at least three percent (3%) of the current members of the Associated Students with permanent file numbers, verified by the University Registrar. Upon presentation of the petition to the Board of Directors, that body shall act on said proposed legislation within a period of fifteen (15) school days. If the Board of Directors fails to take action requested in the petition, the petitioners may request a referendum, and the Board of Directors shall make provision for such an election as specified in Article XII, Section 2, Clause 2.

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

- A. A plurality of the regular members of the corporation (Associated Students) voting shall be sufficient to uphold the referendum in an election, in which at least as many votes are cast on the question as equal fifty percent (50%) of the total votes cast for all candidates for Associated Students President in the last general election, including abstentions and no confidence votes.

Clause 3. Notice of the time and place of the special election shall be given at least seven (7) days in advance and shall contain a general statement of the purposes and matters to be considered.

- A. The notice shall be given by publication:
  - 1. In a conspicuous place in the University Times.

2. In at least three (3) conspicuous and public locations on campus.

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

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

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

Section 2. **Approval of Indemnity.** On written request to the Board by any person seeking indemnification under Section 5238 (b) or Section 5238 (c) of the California Corporations Code, the Board shall promptly determine under Section 5238 (e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238 (b) or Section 5238 (c) has been met and, if so, the Board shall authorize indemnification.

Section 3. **Advancement of Expenses.** To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding covered by those Sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

Section 4. **Insurance.** The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Officers, Directors, employees, and other agents, against any liability asserted against or incurred by any Officer, Director, employee, or agent in such capacity or arising out of the Officer's Director's, employee's or agent's status as such.

## **ARTICLE XII MISCELLANEOUS PROVISIONS**

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

Section 2. **Signature on Petitions.** To be valid, the signatures on a petition must be accompanied by the student's permanent file number and each page of the petition must contain a statement of a purpose of that petition.

Section 3. **Fiscal Year.** The fiscal year of this corporation shall be a period of twelve (12) months between the first of July and the thirtieth of June of the succeeding year.

Section 4. **Amendments.** The Bylaws of this corporation may be amended by a two-thirds (2/3) majority of the votes cast by the regular membership of this corporation in general or special election.

Clause 1. An amendment may be proposed to the Board of Directors in writing:

- A. By three percent (3%) of the members of the corporation. Signatures shall be verified by the Center for Student Development and Programs; or
- B. By a majority vote of the Board of Directors

Clause 2. A copy shall be published in the University Times at least seven (7) school days prior to the day of the special election.

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

Clause 3. The Board of Directors shall call a special amendment election in not less than fifteen (15) or more than thirty (30) school days following the presentation of the proposed amendment to the Board of Directors.

Section 5. The Board of Directors shall be responsible for making any necessary corrections to modify the Bylaws to conform with the most current Chancellor directives and University written policies. A two-thirds (2/3) vote of the entire Board of Directors is necessary to make such changes.

Section 6. The University President or designee shall be an ex-officio advisor to all Associated Students, Inc. commissions, committees, and councils.

Section 7. Title V of the Administrative Code of the State of California, the Education Code of the State of California, and the Articles of Incorporation of the Associated Students, Inc. at CSULA supersede these Bylaws.

Section 8. The Associated Students, Inc. shall be subject to an annual audit by a firm of certified public accountants as provided in Section 89900 of the Education Code of the State of California.

1. If any club is absent at any meeting of the U.C.C.O., it shall be the responsibility of the Secretary to notify, in writing, the organization.
2. An attendance report shall be generated and submitted to the ASI Vice President for Finance by the U.C.C.O. Vice Chair 24-48 hours after the U.C.C.O. meeting.

## **ARTICLE IV: Codes of Procedure Amendments**

### **SECTION 1: AMENDMENTS**

1. Amendments to the U.C.C.O. Codes of Procedures may be proposed to the U.C.C.O. in the form of a proposal by a U.C.C.O. Officer or by a member with signed support of 10% of the U.C.C.O. membership.
2. Amendments to the U.C.C.O. Codes of Procedures shall require a two-thirds (2/3) affirmative vote of the full membership of the U.C.C.O. present at any regular meeting of the U.C.C.O., provided that advanced notice of at least one (1) week has been given.
3. Public notice of such proposed amendments shall be given one (1) week prior to the vote.
4. Upon ratification, the amended Codes of Procedures shall become effective immediately.
5. This Codes of Procedures shall be ratified by a two-thirds (2/3) vote of the U.C.C.O. members present at any regular meeting of the U.C.C.O., provided that advance notice of at least one (1) week has been given. This Codes of Procedures shall become effective upon ratification.
6. Proposed amendments to these codes shall be submitted on a majority of the University Council to the ASI Subcommittee on Bylaws and Codes of Procedure for their review and approval prior to submitting the proposed changes to the BOD for their 2/3 approval.