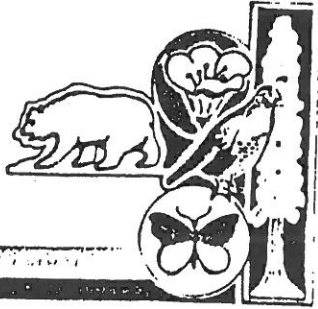


A375444



State
of
California

OFFICE OF THE SECRETARY OF STATE

CORPORATION DIVISION

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

SEP - 7 1989



March Fong Eu

Secretary of State

CERTIFICATE OF AMENDMENT OF THE
ARTICLES OF INCORPORATION OF
ASSOCIATED STUDENTS OF
CALIFORNIA STATE UNIVERSITY, LOS ANGELES, INC.

ENDORSED
FILED

In the office of the Secretary of State
of the State of California

AUG 24 1989

MARCH FONG ELI, Secretary of State

JIMMY GRANILLO and EARL E. RAINES certify that:

- 1. They are the President and Secretary respectively of the ASSOCIATED STUDENTS OF CALIFORNIA STATE UNIVERSITY, LOS ANGELES, INC., a California nonprofit, public benefit corporation.
- 2. The following amendments to the Articles of Incorporation have been approved by the Board of Directors.

a. The Preamble which now reads:

KNOW ALL MEN BY THESE PRESENTS:

That the Associated Students of Los Angeles State College of Applied Arts and Sciences an existing and unincorporated association, did, on April 20, 21, 22, 1959, by resolution duly adopted by a majority of its members voting, authorize the undersigned to incorporate said association under the provisions of the Corporation Law of the State of California and therefore we, the undersigned, for the purpose of forming a corporation under Part I, Division Two of Title I of the Corporation Code of the State of California, also known as the General Non-Profit Corporation Law, do certify:

is amended to read:

KNOW ALL MEN BY THESE PRESENTS:

That the Associated Students of California State University, Los Angeles, Inc., do certify:

b. Article FOURTH of the Articles of Incorporation is amended to read as follows:

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

- c. Article EIGHTH of the Articles of Incorporation is amended to read as follows:

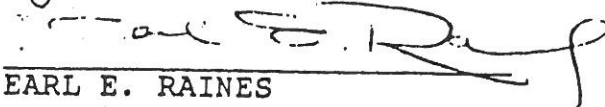
Upon dissolution of this corporation net assets other than trust funds shall be distributed to one or more nonprofit corporations organized and operated for the benefit of California State University, Los Angeles, or the students, or the students and faculty of that University, such corporation or corporations to be selected by the Board of Directors, subject to approval by the President and the Board of Trustees pursuant to Section 42600(b) of the California Code of Regulations, Title 5. Such nonprofit corporation or corporations must be qualified for Federal income tax exemption under Sections 501(a) and 501(c)(3) of the United States Internal Revenue Code of 1986 and be organized and operated exclusively for charitable, scientific, literary or educational purposes or for a combination of said purposes. If upon dissolution, this corporation holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the Superior Court of the County in which this corporation's principal office is located upon petition therefor by the Attorney General or by any person concerned in the liquidation. In no event shall any assets be distributed to any member, director, or officer of this corporation.

- d. Article NINTH is added to the Articles of Incorporation to read as follows:

In accordance with the provisions of Section 9913 of the California Corporations Code, this corporation elects to be governed by all of the provisions of the California Nonprofit Public Benefit Corporation Law not otherwise applicable to this corporation under Sections 9910-9927 of the Code.

3. These amendments have been approved by the required vote of the members.


JIMMY GRANILLO
President

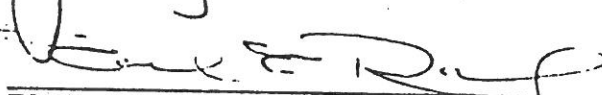

EARL E. RAINES
Secretary

VERIFICATION

Each of the undersigned declares under penalty of perjury that the statements contained in the foregoing certificate are true and correct of his own knowledge.

Executed at Los Angeles, California
on August 17, 1989.


JIMMY GRANILLO


EARL E. RAINES

MAY 21 1959

ROBERT C. KIRKWOOD, CHAIRMAN
STATE CONTROLLER
JOHN M. PEIRCE, VICE-CHAIRMAN
DIRECTOR OF FINANCE
GEORGE R. REILLY
CHAIRMAN BOARD OF EQUALIZATION



JOHN J. CAMPBELL
EXECUTIVE OFFICER
SACRAMENTO 14

State of California
Franchise Tax Board
May 19, 1959

The Associated Students of Los Angeles
State College of Applied Arts and Sciences, Inc.
5151 Murphy St.
Los Angeles 32, California

Gentlemen:

Re: Exemption from Franchise Tax

It is the opinion of this office, based upon the evidence presented, that you are exempt from State franchise tax under the provisions of Section 23701d of the Revenue and Taxation Code, as it is shown that you are organized and operated exclusively as an educational organization.

Accordingly, you will not be required to file franchise tax returns unless you change the character of your organization, the purposes for which you were organized, or your method of operation. Any such changes should be reported immediately to this office in order that their effect upon your exempt status may be determined.

If in any year your gross income exceeds \$25,000, you are required to file an information return on Form 199 on or before the 15th day of the 5th month following the close of your fiscal year. These forms will be mailed to you if you provide us with your current postal address.

If you have income from an unrelated trade or business that is taxable under the provisions of Section 23771 of the Revenue and Taxation Code, you must file a return on Form 109 on or before the 15th day of the 3rd month following the close of your fiscal year. Copies of this form may be obtained from this office or any of its branches.

Contributions made to you are deductible by the donors in arriving at their taxable net income in the manner and to the extent provided by Sections 17214, 17215, 17216 and 24357 of the Revenue and Taxation Code.

If the organization is not yet incorporated or has not yet qualified to do business in California, this approval will expire unless incorporation or qualification is completed within 30 days.

Very truly yours,
FRANCHISE TAX BOARD
John J. Campbell
Executive Officer

By *C. M. Gray*
C. M. Gray
Associate Tax Counsel

CMG:JRM
cc: Secretary of State

A50820

DEC 7 1964

FRANK M. [Signature]

CERTIFICATE OF AMENDMENT OF ARTICLES
OF INCORPORATION OF THE
ASSOCIATED STUDENTS OF LOS ANGELES
STATE COLLEGE OF APPLIED ARTS AND SCIENCES, INC.

The undersigned, John E. Huerta and David Burbaker hereby do certify that they are the President and Secretary, respectively, of Associated Students of Los Angeles State College of Applied Arts and Sciences, Inc., a California corporation, and further they do certify as follows:

That at a regular meeting of the Board of Directors held on the 25th day of February, 1964, at 4:15 P.M. at the office of the corporation in Los Angeles, California, the said Board duly adopted the following resolution by a vote of at least more than two-thirds of the said Board of Directors:

WHEREAS, it is deemed to be to the best interests of the corporation that its Articles of Incorporation be amended as hereinafter provided:

NOW, THEREFORE, BE IT RESOLVED, that Article "FIRST" of the Articles of Incorporation of this Corporation be amended to read as follows:

"FIRST: The name of this corporation is
ASSOCIATED STUDENTS OF CALIFORNIA STATE COLLEGE
AT LOS ANGELES, INC." and

RESOLVED FURTHER, that said amendment of the Articles of Incorporation is hereby adopted and approved;"

1. That the numbers of members constituting a quorum is the number of members voting at a general election of the membership (or, in the case of a special meeting, the number of members voting at the last general election);

2. That this corporation has issued no shares and has no subscription to shares outstanding;

That at the duly held ~~and~~ general election and meeting of the Student Body and members of the corporation, held on the 15th day of April, 1964, at the hour of 10:00 A.M., at 5151 State College Drive, in the City of Los Angeles, State of California, the amendment to the Articles of Incorporation was adopted, ratified and approved by affirmative vote of more than two-thirds of a quorum of the members of the corporation, a resolution identical in form to the Directors' resolution hereinabove set forth.

3. That the number of members voting in favor of the resolution was 1473.

4. That the number of members voting was 1778.

5. That the amendment was one for the adoption of which a resolution of the Board of Directors and vote of a majority of the members voting at a duly held election is required.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Amendment this 24th day of September, 1964.

John E. Huerta
President
David Burbaker
Secretary

John E. Huerta

John E. Huerta and David Burbaker
_____, President and Secretary, respectively,

of ASSOCIATED STUDENTS OF LOS ANGELES STATE COLLEGE OF
APPLIED ARTS AND SCIENCES, a California corporation,
each says:

I declare under penalty of perjury that the
foregoing is true and correct of my own knowledge.

Executed on September 24, 1964,
at Los Angeles, California.

John E. Huerta
David Burbaker

ACKNOWLEDGMENT OF CORPORATION

STATE OF CALIFORNIA
COUNTY OF LOS ANGELES SS.

On this 24th day of September, 1964,

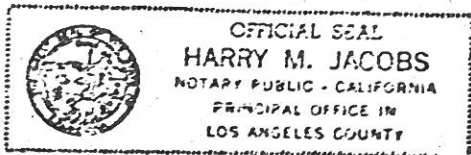
before me, HARRY M. JACOBS, a Notary Public, personally

appeared John E. Huerta and David Burbaker

known to me to be the president and secretary, respectively, of the
corporation that executed the within instrument, known to me to be the
persons who executed the within instrument on behalf of the corporation
therein named and acknowledged to me that such corporation executed the
same.

et

Witness my hand and official seal.



Harry M. Jacobs
Harry M. Jacobs, Notary Public in and for the
State of California
County of Los Angeles

My Commission Expires December 25, 1967

ADOPTED: ~~APRIL 20, 21, 22, 1959~~

REVISED: DECEMBER 16, 1964

REVISED: ~~MAY 10, 1975~~

ARTICLES OF INCORPORATION

OF

ASSOCIATED STUDENTS

CALIFORNIA STATE UNIVERSITY, LOS ANGELES, INC.

KNOW ALL MEN BY THESE PRESENTS:

That the Associated Students of Los Angeles State College of Applied Arts and Sciences an existing and unincorporated association, did, on April 20, 21, 22, 1959, by resolution duly adopted by a majority of its members voting, authorize the undersigned to incorporate said association under the provisions of the Corporation Law of the State of California and therefore we, the undersigned, for the purpose of forming a corporation under Part I, Division Two of Title I of the Corporation Code of the State of California, also known as the General Non-Profit Corporation Law, do certify:

FIRST: That the name of this corporation is: ~~Associated Students of California State University Los Angeles, Inc.~~, hereinafter referred to as the Associated Students.

SECOND: That the existing unincorporated association is being incorporated and that the name of said unincorporated association is Associated Students of California State University, Los Angeles.

THIRD: That the purposes for which this corporation is formed as follows:

(a) The primary purposes for which the corporation is formed is to engage in educational and charitable plans, projects, programs, and

I. ARTICLES OF INCORPORATION
ADOPTED: APRIL 20, 21, 22, 1959
REVISED: DECEMBER 15, 1964
REVISED: MAY 10, 1973

activities, and in connection therewith to provide for the educational and charitable plans, projects, programs, and activities, and in connection therewith to provide for the educational, recreational, social and general welfare and advancement of its student members at California State University at Los Angeles.

(b) To further engage in any activity, undertaking, business, or venture as shall assist or be pertinent to the carrying out of the objects and purposes of this corporation.

(c) To own, hold, possess, purchase, acquire, rent, lease, install, maintain, and operate, and from time to time to sell, dispose of, exchange, and replace such equipment, facilities and other personal property as may be required for the uses and purposes aforesaid.

(d) To engage, employ, retain and/or discharge, subject to the approval of the Executive Board of Directors, such instructors, business manager, specialists and/or personnel as may be necessary for the proper conduct of the business for which this corporation is organized.

(e) To receive and hold by gift, devise, bequest or grant donations or contributions for scientific, educational and charitable purposes, or for the benefit or endowment of any of the activities of this corporation.

(f) To receive any donation or bequest made for particular purposes accordant with the objects and purposes of this corporation and in such case or cases to receive such donations or devises and to hold and use the same in conformity with the express conditions of the donors or devisors.

I. ARTICLES OF INCORPORATION
ADOPTED: APRIL 20, 21, 22, 1959
REVISED: DECEMBER 16, 1964
REVISED: MAY 10, 1973

(g) To act as Trustee under any trust created to furnish funds for the principal objects of the corporation and to receive, hold, administer and expend funds and property subject to such trust.

(h) To purchase, lease, acquire and operate property, including real estate, buildings and equipment.

(i) To conduct a bureau or bureaus for disseminating information pertaining to the activities of this corporation, and to publish, sell and distribute such literature as may be advisable to promote the main object and purpose for which this corporation is formed and to contract for the employment of persons and writers to compile literature pertaining thereto and to conduct clinics, lectures and programs in connection therewith.

(j) To improve, manage, develop, sell, assign, transfer, lease, mortgage, pledge or otherwise dispose of or turn to account or deal with all or any part of the property of the corporation and from time to time to vary any investment or employment of capital of the corporation.

(k) To borrow money and to make and issue notes, bonds, debentures, obligations and evidences of indebtedness of all kinds, whether secured by mortgage, pledge or otherwise, without limit as to amount and to secure the same by mortgage, pledge or otherwise; and generally to make and perform agreements and contracts of every kind and description.

(l) To make contracts; to purchase or otherwise acquire, operate, control, sell or otherwise dispose of, lease, hold, own, let, sublet, rent,

I. ARTICLES OF INCORPORATION
ADOPTED: APRIL 20, 21, 22, 1959
REVISED: DECEMBER 16, 1964
REVISED: MAY 10, 1973

hypothecate, manage, improve, develop and generally to deal in and deal with lands and other property, improved and unimproved, construct buildings thereon, and to change and generally improve the same.

(m) To apply for, obtain, register, purchase, lease, or otherwise to acquire and to hold, own, use develop, operate and introduce, and otherwise to turn to account or dispose of, any copyrights, trade-marks, trade names, brands, labels, patent rights, letters patent of the United States or of any other country or government, inventions, improvements and processes, whether used in connection with or secured under letters patent or otherwise.

(n) To do all and everything necessary, suitable, and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms or individuals, and to do every other act or acts, connected with the aforesaid business or powers or any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is organized.

(o) The business or purpose of the corporation is from time to time to do any one or more of any of the acts and things hereinabove set forth and to do all things and every and any thing that a non-profit corporation organized under the aforesaid title may lawfully do and generally to do all things requisite, necessary and expedient for the administration and attainment of the purposes of this corporation.

(p) To conduct and carry on the said business or any part thereof and to have one or more offices and to exercise any or all of its corporate

I. ARTICLES OF INCORPORATION
 ADOPTED: APRIL 20, 21, 22, 1959
 REVISED: DECEMBER 16, 1964
 REVISED: MAY 10, 1973

powers and rights as a non-profit corporation in the State of California or in any of the states, districts, territories or colonies of the United States and in any and all foreign countries, subject to the laws of such state, district, territory, colony, or country.

(q) The sub Paragraphs (a) through (p), both inclusive of this paragraph, as herein above set forth, shall be construed as both statements of purposes and powers, and the statements contained in each clause of said sub paragraphs shall not be limited or restricted by reference to, or reference from, the provisions of any other clause.

FOURTH: That the County in the State of California where the principal office for the transaction of the business of this corporation is to be located in Los Angeles County.

FIFTH: The names and address of the persons who are appointed to act as the first directors of this corporation, and to continue to act as such directors until the election and qualification of their successors, are as follows:

<u>NAMES</u>	<u>ADDRESSES</u>
Stanley Svonkin	Alhambra, California
Ray Gonsalves	Burbank, California
Robert Pace	West Covina, California
Dianne Dwyer	Glendale, California
Michael Gonzales	Los Angeles, California
Elliott Dixon	Alhambra, California
Edward Gerber	Glendora, California
William Jones	Pomona, California

I. ARTICLES OF INCORPORATION

ADOPTED: APRIL 20, 21, 22, 1959

REVISED: DECEMBER 16, 1964

REVISED: MAY 10, 1973

Amalia Fumagalli	Los Angeles, California
Byron Lewis	Los Angeles, California
Lee Evans	Inglewood, California
Kathleen Flippen	Los Angeles, California
Robert Katz	Alhambra, California

SIXTH: That the authorized number and qualifications of the directors of this corporation shall be not less than three or more than the number as shall be set forth in the By-Laws of the corporation and the different classes of membership in the Corporation, if any, together with the respective voting and other rights and privileges of each class of said membership, are to be set forth and provisions therefore made in the By-Laws of this corporation and the By-Laws are to set forth and make provisions for the election and the term of office of the Board of Directors and shall provide for the adoption, approval and use by this corporation of membership certificates setting forth thereon the rights and privileges of said members.

SEVENTH: No member or director of this corporation shall have any personal, proprietary or beneficial interest in the property of this corporation, either during its corporate existence or upon its dissolution, it being hereby expressly provided that all property acquired by the corporation, real or personal, and all increments, interests, or earnings thereof are and shall be devoted in perpetuity and irrevocably dedicated to charitable purposes, and in the event of the liquidation, dissolution or abandonment of this corporation, its property will not inure to the benefit of any person.

EIGHTH: Upon dissolution of this corporation net assets other than trust funds shall be distributed to one or more non-profit corporations organized

I. ARTICLES OF INCORPORATION

ADOPTED: APRIL 20, 21, 22, 1959

REVISED: DECEMBER 16, 1964

REVISED: MAY 10, 1973

and operated for the benefit of California State University, Los Angeles, or the students, or the students and faculty at that university, such corporation or corporations to be selected by the Board of Directors.

Such nonprofit corporation or corporations must be qualified for federal income tax exemption under sections 501 (a) and 501 (c) (3) of the United States Internal Revenue Code of 1954 and be organized and operated exclusively for charitable, scientific, literary or educational purposes, or for a combination of said purposes. In the alternative, upon dissolution of the corporation, net assets other than trust funds shall be distributed to California State University, Los Angeles. If upon dissolution, this corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Superior Court of the County in which this corporation's principal office is located upon petition therefor by the Attorney General or by any person concerned in the liquidation. In no event shall any assets be distributed to any member, director, or officer of this corporation.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of California, we, the undersigned, constituting the incorporation of this corporation, including the persons named hereinabove as the first directors of the corporation, have executed these Articles of Incorporation the 15th day of June, 1959.

(Signed) Stanley Svonkin
Stanley Svonkin
A.S. President

(Signed) Edward Gerber
Edward Gerber
Rep-at-Large

(Signed) Ray Gonsalves
Ray Gonsalves
A.S. Vice President

(Signed) William Jones
William Jones
Rep-at-Large

I. ARTICLES OF INCORPORATION

ADOPTED: APRIL 20, 21, 22, 1959

REVISED: DECEMBER 16, 1964

REVISED: MAY 10, 1973

(Signed) Robert Pace
Robert Pace
A.M.S. President

(Signed) Dianne Dwyer
Dianne Dwyer
A.W.S. President

(Signed) Michael Gonzales
Michael Gonzales
Senior Class President

(Signed) Elliott J. Dixon
Elliott J. Dixon
Junior Class President

(Signed) Kathleen Flippen
Kathleen Flippen
Extended Day Representative

(Signed) Amalia Fumagalli
Amalia Fumagalli
Rep-at-Large

(Signed) Byron Lewis
Byron Lewis
Rep-at-Large

(Signed) Lee Evans
Lee Evans
Rep-at-Large

(Signed) Robert Katz
Robert Katz
Graduate Class President

I. ARTICLES OF INCORPORATION
ADOPTED: APRIL 20, 21, 22, 1959
REVISED: DECEMBER 16, 1964
REVISED: MAY 10, 1973

STATE OF CALIFORNIA)
) ss.
County of Los Angeles)

On this 15th day of June, 1959, before me, (Sgd.) Zoe H. Hays
a Notary Public in and for said county and state, residing therein, duly
commissioned and sworn, personally appeared STANLEY SVONKIN, RAY
GONSALVES, ROBERT PACE, DIANNE DWYER, MICHAEL GONZALES, ELLIOTT DIXON,
EDWARD GERBER, WILLIAM JONES, AMILIA FUMAGALLI, BYRON LEWIS, LEE EVANS,
ROBERT KATZ AND KATHLEEN FLIPPEN, known to me to be the persons whose
names are subscribed to the foregoing Articles of Incorporation, and
acknowledged to me that they executed the same.

WITNESS my hand and official seal.

(Signed) Zoe H. Hays
Notary Public in and for said
county and state.

Zoe H. Hays, Notary Public
In and for the County of
Los Angeles, State of California
My Commission Expires
November 19, 1960

I. ARTICLES OF INCORPORATION
 ADOPTED: APRIL 20, 21, 22, 1959
 REVISED: DECEMBER 16, 1964
 REVISED: MAY 10, 1973

STATE OF CALIFORNIA)
) ss.
 County of Los Angeles)

That Stanley Svonkin, Ray Gonsalves, Robert Pace, Dianne Dwyer, Michael Gonzales, Elliott Dixon, Edward Gerber, William Jones, Amalia Fumagalli, Byron Lewis, Lee Evans, Robert Katz, and Kathleen Flippen, first duly sworn, depose and say they are the duly, elected, qualified and active members of the governing board of said association to wit Executive Council of the Associated Students, Los Angeles State College of Applied Arts and Sciences, an unincorporated association; that the Associated Students of Los Angeles State College of Applied Arts and Sciences, an unincorporated association, has by vote duly taken authorized its incorporation and has authorized the persons executing the Articles of Incorporation herein, as members of the governing board of said association so to do.

SUBSCRIBED AND SWORN TO
 before me this 15th
 day of June, 1959.

(Signed) Zoe H. Hays
 Notary Public in and for the
 County of Los Angeles, State of
 California. My commission expires
November 19, 1960

(Signed) Edward Gerber
 Edward Gerber

(Signed) William Jones
 William Jones

(Signed) Amalia Fumagalli
 Amalia Fumagalli

(Signed) Byron Lewis
 Byron Lewis

(Signed) Lee Evans
 Lee Evans

(Signed) Robert Katz

Robert Katz

(Signed) Elliott J. Dixon

Elliott J. Dixon

(Signed) Kathleen Flippen

Kathleen Flippen

(Signed) Stanley Svonkin

Stanley Svonkin

(Signed) Ray Gonsalves

Ray Gonsalves

(Signed) Robert Pace

Robert Pace

(Signed) Dianne Dwyer

Dianne Dwyer

(Signed) Michael Gonzales

Michael Gonzales

ASSOCIATED STUDENTS - LOS ANGELES STATE COLLEGE
OF APPLIED ARTS AND SCIENCES, INC.

FILED

In the office of the Secretary of State
of the State of California

JUN 19 1959

FRANK M. JORDAN, Secretary of State

KNOW ALL MEN BY THESE PRESENTS:

That the Associated Students of Los Angeles State College of Applied Arts and Sciences an existing and unincorporated association, did, on April 20, 21, 22, 1959, by resolution duly adopted by a majority of its members voting, authorize the undersigned to incorporate said association under the provisions of the Corporation Law of the State of California and therefore we, the undersigned, for the purpose of forming a corporation under Part I, Division Two of Title I of the Corporation Code of the State of California, also known as the General Non-Profit Corporation Law, do certify:

FIRST: That the name of this corporation shall be: The Associated Students of Los Angeles State College of Applied Arts and Sciences, Inc., hereinafter referred to as the Associated Students.

SECOND: That the existing unincorporated association is being incorporated and that the name of said unincorporated association is Associated Students of Los Angeles State College of Applied Arts and Sciences.

THIRD: That the purposes for which this corporation is formed are as follows:

(a) The primary purposes for which the corporation is formed is to engage in educational and charitable plans, projects, programs, and activities, and in connection therewith to provide for the educational and charitable plans, projects, programs, and activities, and in connection therewith to provide for the educational, recreational, social and general welfare and advancement of its student members at Los Angeles State College.

to amend articles

No

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1 (b) To further engage in any activity, undertaking, business,
2 or venture as shall assist or be pertinent to the carrying out of the
3 objects and purposes of this corporation.

4 (c) To own, hold, possess, purchase, acquire, rent, lease,
5 install, maintain, and operate, and from time to time to sell, dispose
6 of, exchange and replace such equipment, facilities and other personal
7 property as may be required for the uses and purposes aforesaid.

8 (d) To engage, employ, retain and/or discharge, subject to
9 the approval of the Executive Board of Directors, such instructors,
10 business manager, specialists and/or personnel as may be necessary for
11 the proper conduct of the business for which this corporation is
12 organized.

13 (e) To receive and hold by gift, devise, bequest or grant
14 donations or contributions for scientific, educational and charitable
15 purposes, or for the benefit or endowment of any of the activities of
16 this corporation.

17 (f) To receive any donation or bequest made for particular
18 purposes accordant with the objects and purposes of this corporation
19 and in such case or cases to receive such donations or devises and to
20 hold and use the same in conformity with the express conditions of the
21 donors or devisors.

22 (g) To act as Trustee under any trust created to furnish
23 funds for the principal objects of the corporation and to receive,
24 hold, administer and expend funds and property subject to such trust.

25 (h) To purchase, lease, acquire and operate property,
26 including real estate, buildings and equipment and to sell, convey,
27 exchange, lease, transfer upon trust, give liens upon by way of
28 mortgage and/or trust deeds, lease and otherwise dispose of all real
29 estate, personal estate, property, buildings and equipment.

30 (i) To conduct a bureau or bureaus for disseminating infor-
31 mation pertaining to the activities of this corporation, and to publish,
32 sell and distribute such literature as may be advisable to promote the

1 main object and purpose for which this corporation is formed and to
2 contract for the employment of persons and writers to compile liter-
3 ature pertaining thereto and to conduct clinics, lectures and programs
4 in connection therewith.

5 (j) To improve, manage, develop, sell, assign, transfer,
6 lease, mortgage, pledge or otherwise dispose of or turn to account or
7 deal with all or any part of the property of the corporation and from
8 time to time to vary any investment or employment of capital of the
9 corporation.

10 (k) To borrow money and to make and issue notes, bonds,
11 debentures, obligations and evidences of indebtedness of all kinds,
12 whether secured by mortgage, pledge or otherwise; without limit as to
13 amount and to secure the same by mortgage, pledge or otherwise; and
14 generally to make and perform agreements and contracts of every kind
15 and description.

16 (l) To make contracts; to purchase or otherwise acquire,
17 operate, control, sell or otherwise dispose of, lease, hold, own, let,
18 sublet, rent, hypothecate, manage, improve, develop and generally to
19 deal in and deal with lands and other property, improved and unimproved,
20 construct buildings thereon, and to change and generally improve the
21 same.

22 (m) To apply for, obtain, register, purchase, lease, or
23 otherwise to acquire and to hold, own, use, develop, operate and intro-
24 duce, and otherwise to turn to account or dispose of, any copyrights,
25 trade-marks, trade names, brands, labels, patent rights, letters patent
26 of the United States or of any other country or government, inventions,
27 improvements and processes, whether used in connection with or secured
28 under letters patent or otherwise.

29 (n) To do all and everything necessary, suitable, and proper
30 for the accomplishment of any of the purposes or the attainment of any
31 of the objects or the furtherance of any of the powers hereinbefore set
32 forth, either alone or in association with other corporations, firms or

1 individuals, and to do every other act or acts, connected with the
2 aforesaid business or powers or any part or parts thereof, provided the
3 same be not inconsistent with the laws under which this corporation is
4 organized.

5 (c) The business or purpose of the corporation is from time
6 to time to do any one or more of any of the acts and things hereinabove
7 set forth and to do all things and every and any thing that a non-profit
8 corporation organized under the aforesaid title may lawfully do and
9 generally to do all things requisite, necessary and expedient for the
10 administration and attainment of the purposes of this corporation.

11 (p) To conduct and carry on the said business or any part
12 thereof and to have one or more offices and to exercise any or all of
13 its corporate powers and rights as a non-profit corporation in the
14 State of California or in any of the states, districts, territories or
15 colonies of the United States and in any and all foreign countries,
16 subject to the laws of such state, district, territory, colony or
17 country.

18 (q) The sub Paragraphs (a) through (p), both inclusive of
19 this paragraph, as herein above set forth, shall be construed as both
20 statements of purposes and powers, and the statements contained in
21 each clause of said sub paragraphs shall not be limited or restricted
22 by reference to, or reference from, the provisions of any other clause.

23 FOURTH: That the County in the State of California where the
24 principal office for the transaction of the business of this corpor-
25 ation is to be located in Los Angeles County.

26 FIFTH: The names and addresses of the persons who are
27 appointed to act as the first directors of this corporation, and to
28 continue to act as such directors until the election and qualification
29 of their successors, are as follows:

30	<u>NAMES</u>	<u>ADDRESSES</u>
31	Stanley Svankin	Alhambra, California
32	Ray Gonsalves	Furbank, California

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NAMES

ADDRESSES

Robert Pace		West Covina, California
Dianne Dwyer		Glendale, California
Michael Gonzales		Los Angeles, California
Elliott Dixon	Ⓢ	Alhambra, California
Edward Gerber		Glendora, California
William Jones		Pomona, California
Analia Fumagalli	Ⓢ	Los Angeles, California
Byron Lewis		Los Angeles, California
Lee Evans	Ⓢ	Inglewood, California
Kathleen Flippen		Los Angeles, California
Robert Katz		Alhambra, California

SIXTH: That the authorized number and qualifications of the directors of this corporation shall be not less than three or more than the number as shall be set forth in the By-Laws of the corporation and the different classes of membership in the Corporation, if any, together with the respective voting and other rights and privileges of each class of said membership, are to be set forth and provisions therefore made in the By-Laws of this corporation and the By-Laws are to set forth and make provisions for the election and the term of office of the Board of Directors and shall provide for the adoption, approval and use by this corporation of membership certificates setting forth thereon the rights and privileges of said members.

SEVENTH: That this corporation does not contemplate pecuniary gain or profit to the members thereof, and that the funds of this corporation, whether received by gift or otherwise and regardless of the source thereof, shall be used exclusively in the promotion of the business of the corporation, as the Board of Directors may from time to time determine.

EIGHTH: Upon dissolution of the Corporation, the net assets, remaining after satisfaction of all just debts and obligations of the corporation, shall be distributed as follows:

1 (a) All property, real or personal, held or acquired by the
2 corporation as trustee under the terms of a specific trust or trusts
3 of any nature of description shall be distributed as provided in
4 Section 9301 of the Corporation Code of the State of California.

5 (b) All assets remaining after the distribution of the trust
6 property as set forth in sub-paragraph (a) of this Article VIII, shall
7 be conditionally offered to the Director of Education for the benefit
8 of the College and such assets or any part thereof which shall be
9 accepted by the Director of Education shall be paid to and become the
10 property of the State Department of Education for the benefit of the
11 College. In the event the Director of Education shall refuse, or
12 within six months from the offer of acceptance shall fail to accept,
13 such assets shall be offered to the State of California. In the event
14 the Director of Finance of the State of California refuses, or within
15 six months of such offer fails to accept such assets, said assets
16 shall be distributed to corporations, organizations or foundations
17 organized and operated exclusively for educational purposes, to be
18 elected by the Directors of this Corporation.

19 (c) In the event that the dissolution of this corporation
20 is for the express purpose and with the intent of transferring its
21 assets to any other non-profit corporation as a corporation organized
22 for the express purpose of succeeding to and acquiring such assets, then
23 in that event said assets of this corporation shall be distributed to
24 said new corporation and the provisions of Sub-paragraphs (a) and (b)
25 of this Article VIII shall not be effective.

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IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of California, we, the undersigned, constituting the incorporation of this corporation, including the persons named hereinabove as the first directors of the corporation, have executed these Articles of Incorporation the 15th day of June, 1959.

Stanley Swankin
Stanley Swankin
A. S. President

Edward Gerber
Edward Gerber
Rep-at-Large

Ray Gonsalves
Ray Gonsalves
A.S. Vice President

Willis Jones
Willis Jones
Rep-at-Large

Robert Pace
Robert Pace
A.M.S. President

Amalia Sunagalli
Amalia Sunagalli
Rep-at-Large

Dianne Dwyer
Dianne Dwyer
A.W.S. President

Byron Lewis
Byron Lewis
Rep-at-Large

Michael Gonzales
Michael Gonzales
Sr. Class President

Lee Evans
Lee Evans
Rep-at-Large

Elcott Dixon
Elcott Dixon
Jr. Class President

Robert Katz
Robert Katz
Graduate Class President

Kathleen Flippin
Kathleen Flippin
Extended Day Rep.

1 STATE OF CALIFORNIA)
2 County of Los Angeles) ss.

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On this 15th day of June, 1959, before me, Zoe H. Hays,
a Notary Public in and for said county and state, residing therein,
duly commissioned and sworn, personally appeared STANLEY SVONKIN,
RAY GONSALVES, ROBERT PACE, DIANNE DWYER, MICHAEL GONZALES, ELLIOTT
DIXON, EDWARD GERBER, WILLIAM JONES, AMALIA FUMAGALLI, BYRON LEWIS, LEE
EVANS, ROBERT KATE AND KATHLEEN FLIPPEN, known to me to be the persons
whose names are subscribed to the foregoing Articles of Incorporation,
and acknowledged to me that they executed the same.

WITNESS my hand and official seal.

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Zoe H. Hays
Notary Public in and for
said county and state.

ZOE H. HAYS, NOTARY PUBLIC
in and for the County of Los Angeles, State of California
My Commission Expires November 14, 1960
My Commission expires

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1 STATE OF CALIFORNIA)
2 County of Los Angeles) ss.

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4 That Stanley Svonkin, Ray Gonsalves, Robert Pace, Dianne
5 Dwyer, Michael Gonzaless, Ellicott Dixon, Edward Gerber, William Jones,
6 Amalia Fumagalli, Byron Lewis, Lee Evans, Robert Katz, and Kathleen
7 Flippen, first duly sworn, depose and say they are the duly, elected,
8 qualified and active members of the governing board of said association
9 to wit Executive Council of the Associated Students, Los Angeles State
10 College of Applied Arts and Sciences, an unincorporated association;
11 that the Associated Students of Los Angeles State College of Applied
12 Arts and Sciences, an unincorporated association, has by vote duly
13 taken authorized its incorporation and has authorized the persons
14 executing the Articles of Incorporation herein, as members of the
15 governing board of said association so to do.

16 *
17 SUBSCRIBED AND SWORN TO
before me this 15th
day of June, 1959.

18 Joe H. Hays
19 Notary Public in and for the
County of Los Angeles, State
20 of California. My Commission
Expires **ZOE H. HAYS, NOTARY PUBLIC**
21 in and for the County of Los Angeles, State of California
Commission Expires November 19, 1960

22 Edward Gerber
23 Edward Gerber

24 William Jones
25 William Jones

26 Amalia Fumagalli
27 Amalia Fumagalli

28 Byron Lewis
29 Byron Lewis

30 Lee Evans
31 Lee Evans

Kathleen Flippen
Kathleen Flippen

Stanley Svonkin
Stanley Svonkin

Ray Gonsalves
Ray Gonsalves

Robert Pace
Robert Pace

Dianne Dwyer
Dianne Dwyer

Michael Gonzaless
Michael Gonzaless

Ellicott J. Dixon
Ellicott Dixon

Robert Katz
Robert Katz

MA CHGD TO: ASSOCIATED STUDENTS OF CALIFORNIA STATE UNIVERSITY, LOS ANGELES, INC.

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FILED

In the office of the Secretary of State of the State of California

JUN 21 1973

EDMUND G. BROWN Jr., Secretary of State

By *[Signature]* Deputy

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF

ASSOCIATED STUDENTS OF CALIFORNIA STATE COLLEGE ^{AT} LOS ANGELES, INC.

ALFONSO BRIGHAM and CARLTON BLANTON certify:

1. That they are the President and the Secretary, respectively, of the ASSOCIATED STUDENTS OF CALIFORNIA STATE COLLEGE ^{AT} LOS ANGELES, INC., a California Corporation.
2. At a meeting of the Board of Directors of the Corporation duly held at Los Angeles, California on April 12, 1973, the following resolutions were adopted:

RESOLVED; That Article FIRST of the Articles of Incorporation of this corporation be amended to read as follows:

FIRST, That the name of this corporation is: ASSOCIATED STUDENTS OF CALIFORNIA STATE UNIVERSITY, LOS ANGELES, INC., hereinafter referred to as the Associated Students.

RESOLVED; That Article SEVENTH of the Articles of Incorporation be amended to read as follows:

SEVENTH, No member or director of this corporation shall have any personal, proprietary or beneficial interest in the property of this corporation, either during its corporate existence or upon its dissolution, it being hereby expressly provided that all property acquired by the corporation, real or personal, and all increments, interests or earnings thereof are and shall be devoted in perpetuity and irrevocably dedicated to charitable purposes, and in the event of the liquidation, dissolution or abandonment of this corporation, its property will not inure to the benefit of any private person.

RESOLVED; That Article EIGHTH of the Articles of Incorporation of this Corporation be amended to read as follows:

EIGHTH, Upon dissolution of this corporation net assets other than trust funds shall be distributed to one or more nonprofit corporations organized and


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operated for the benefit of California State University, Los Angeles, or the students or the students and faculty at that college, such corporation or corporations to be selected by the board of directors.


Such nonprofit corporation or corporations must be qualified for federal income tax exemption under Sections 501(a) and 501(c)(3) of the United States Internal Revenue Code of 1954 and be organized and operated exclusively for charitable, scientific, literary or educational purposes, or for a combination of said purposes. In the alternative, upon dissolution of the corporation, net assets other than trust funds shall be distributed to California State University, Los Angeles.

If, upon dissolution, this corporation holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the Superior Court of the county in which this corporation's principal office is located upon petition therefor by the Attorney General or by any person concerned in the liquidation. In no event shall any assets be distributed to any member, director, or officer of this corporation.

3. In a referendum of the members of said Corporation duly held at Los Angeles, California on May 2 and May 3, 1973, the resolutions were adopted and the wording of the amended Articles of Incorporation as set forth in the members' referendum was the same as that of the directors' resolutions as set forth in paragraph 2 of this Certificate.
4. The number of corporate members who voted for the adoption of each of the resolutions was 1,953 and the number of members constituting a quorum was 1,932.



ALFONSO BRIGHAM
President



CARLTON BLANTON
Secretary

VERIFICATION

We, the undersigned, say that the matters set forth in this Certificate of Amendment of the Articles of Incorporation are true of our own knowledge.

We declare under penalty of perjury that the matters set forth in this certificate are true and correct.

Executed on June 15, 1973, 1973, at Los Angeles, California.

Alfonso J. Brigham
ALFONSO BRIGHAM

Carlton Blanton
CARLTON BLANTON

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FILED

In the office of the Secretary of State
of the State of California

CERTIFICATE OF AMENDMENT OF THE
ARTICLES OF INCORPORATION OF
ASSOCIATED STUDENTS OF
CALIFORNIA STATE UNIVERSITY, LOS ANGELES, INC.

AUG 24 1989

March Fong Eu
MARCH FONG EU, Secretary of State

JIMMY GRANILLO and EARL E. RAINES certify that:

1. They are the President and Secretary respectively of the ASSOCIATED STUDENTS OF CALIFORNIA STATE UNIVERSITY, LOS ANGELES, INC., a California nonprofit, public benefit corporation.
2. The following amendments to the Articles of Incorporation have been approved by the Board of Directors.
 - a. The Preamble which now reads:

KNOW ALL MEN BY THESE PRESENTS:

That the Associated Students of Los Angeles State College of Applied Arts and Sciences an existing and unincorporated association, did, on April 20, 21, 22, 1959, by resolution duly adopted by a majority of its members voting, authorize the undersigned to incorporate said association under the provisions of the Corporation Law of the State of California and therefore we, the undersigned, for the purpose of forming a corporation under Part I, Division Two of Title I of the Corporation Code of the State of California, also known as the General Non-Profit Corporation Law, do certify:

is amended to read:

KNOW ALL MEN BY THESE PRESENTS:

That the Associated Students of California State University, Los Angeles, Inc., do certify:

- b. Article FOURTH of the Articles of Incorporation is amended to read as follows:

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

- c. Article EIGHTH of the Articles of Incorporation is amended to read as follows:


Upon dissolution of this corporation net assets other than trust funds shall be distributed to one or more nonprofit corporations organized and operated for the benefit of California State University, Los Angeles, or the students, or the students and faculty of that University, such corporation or corporations to be selected by the Board of Directors, subject to approval by the President and the Board of Trustees pursuant to Section 42600(b) of the California Code of Regulations, Title 5. Such nonprofit corporation or corporations must be qualified for Federal income tax exemption under Sections 501(a) and 501(c)(3) of the United States Internal Revenue Code of 1986 and be organized and operated exclusively for charitable, scientific, literary or educational purposes or for a combination of said purposes. If upon dissolution, this corporation holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the Superior Court of the County in which this corporation's principal office is located upon petition therefor by the Attorney General or by any person concerned in the liquidation. In no event shall any assets be distributed to any member, director, or officer of this corporation.

- d. Article NINTH is added to the Articles of Incorporation to read as follows:

In accordance with the provisions of Section 9913 of the California Corporations Code, this corporation elects to be governed by all of the provisions of the California Nonprofit Public Benefit Corporation Law not otherwise applicable to this corporation under Sections 9910-9927 of the Code.

3. These amendments have been approved by the required vote of the members.


JIMMY GRANILLO
President


EARL E. RAINES
Secretary

VERIFICATION

Each of the undersigned declares under penalty of perjury that the statements contained in the foregoing certificate are true and correct of his own knowledge.

Executed at Los Angeles, California
on August 17, 1989.


JIMMY GRANILLO


EARL E. RAINES

Date Approved: 8/3/79
Effective Date: 3/3/80
Date Revised: 2/89
Date Modified: 10/24/91
Date Revised: 2/92

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

BYLAWS

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 Students, Incorporated shall be A.S.I. or A.S.I. - CSULA.
- Section 2. Purposes 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. Four (4) Representatives-at-Large
- E. Two (2) School of Arts & Letters Representatives
- F. Two (2) School of Business & Economics Representatives.
- G. Two (2) School of Education Representatives.
- H. Two (2) School of Engineering & Technology Representatives.

- I. Two (2) School of Health & Human Services Representatives.
- J. Two (2) School 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 the Board of Directors, a candidate must at time of filing for election be a regular member of the Associated Students, Inc. as defined in Article I of these Bylaws.

Clause 1. Student candidates or nominees must also have completed a minimum of one (1) quarter at CSULA and have earned no fewer than 21 quarter units of academic credit at an institution of higher education with a 2.0 or better grade point average during the 12 months immediately preceding the quarter in which the election or appointment occurs. Student Candidates or nominees must also earn a minimum of seven (7) quarter units of academic credit during the quarter in which the election is held or the 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 and complete a minimum of seven (7) units of academic credit 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.

- A. An incomplete grade which would reduce the credits earned below the minimum of seven (7) quarter units can be earned in only one quarter during a student director's term of office and must be removed by the end of the succeeding academic quarter or the student director will be automatically disqualified from holding office. Verification of eligibility will be performed by the Registrar of the University each quarter.

- B. Removal of a student director for any reason will not invalidate any prior vote or actions on the part of that student director.
- Clause 3. 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 4. Candidates for the office of School Representative shall in addition to Article III, Section I, Clauses 1 and 2:
 - A. Be a declared major in the school for which they have filed; and
 - B. Be enrolled in at least one course within the school for which they have filed; for the School of Education, have completed at least one (1) course within that school.

Section 3. Term of Office The term of office the Board of Directors shall commence the first day of the Spring Quarter and conclude on the day before the first day of the succeeding Spring Quarter.

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.

**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 at 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 offices 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 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 that 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 Colleges 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 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. Actions Any decision of the Board of Directors may be subject to reconsideration by the Board of Directors at the request of the Judicial review Committee, 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 School Representatives shall:

- A. Be the official representatives of their respective schools.
- 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 school councils. IN THE EVENT A SCHOOL

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 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. Each 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 Finance Chairperson shall provide for, and make available and annual Financial Report to the public for the fiscal year of operation.

**ARTICLE VII
MEETINGS OF THE B.O.D.**

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. 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 Finance Chairperson, 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 order 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,

- C. Executive, Personnel, and Finance Committees. 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. Responsibilities of the Associated Students, Inc. Vice President for Academic Governance.

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 president 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, 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. 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 Committees. 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-thirds (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's 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 Committees. The Finance Committees shall act on behalf of the Board of Directors in all matters pertaining income appropriation, and safeguarding of Associated Students funds.

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

Clause 2. The Finance Committee shall also prepare an annual budget which must be submitted to the 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:L

- 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 of 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 clear 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 containing seventy-five (75) student signatures, with permanent file numbers, verified by the University Registrar, requesting such an action.
- 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 fail 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
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 Student Development Office; 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.

Certificate of Amendment of the
Articles of Incorporation of
Associated Students of
California State University, Los Angeles, Inc.

Ignacio Cortez and Cynthia Chan certify that:

1. They are the President and Secretary/Treasurer, respectively of the Associated Students of California State University, Los Angeles, Inc., a California Nonprofit Corporation.
2. Article Eighth of the original Articles of Incorporation shall be amended to read as herein set forth in full.

Article Eighth: Upon Dissolution of the organization, net assets, other than trust funds shall be distributed to a successor approved by the President of the campus and the Board of Trustees pursuant to Section 42500(b) of the California Code of Regulations, Title V. In no event shall any assets be distributed to any member, director or officer of the corporation.

3. This amendment has been approved by the Board of Directors.
4. The amendment has been approved by the required vote of the members.

We declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.



Ignacio Cortez, President 6/30/05
Date



Cynthia Chan, Secretary/Treasurer 6/30/05
Date

Certificate of Amendment of the
Articles of Incorporation of
Associated Students of
California State University, Los Angeles, Inc.

Rose Gaw, Cynthia Chan and Joseph M. Aguirre certify that:

1. They are the President, Secretary/Treasurer and Executive Director respectively of the Associated Students of California State University, Los Angeles, Inc., a California nonprofit, public benefit corporation.
2. The following amendments to the Articles of Incorporation have been approved by the Board of Directors.
 - a. Article Eighth of the Articles of Incorporation is amended to read as follows:

Upon dissolution of the organization, net assets, other than trust funds shall be distributed to a successor approved by the President of the campus and the Board of Trustees pursuant to Section 42500(b) of the California Code of Regulations, Title V. In no event shall any assets be distributed to any member, director or officer of this corporation.


These amendments have been approved by the required vote of the members.



Rose Gaw,
President



Cynthia Chan,
Secretary/Treasurer



Joseph M. Aguirre,
Executive Director