



MSUSA By-Laws

2013- 2014

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PREAMBLE

The common interests and concerns of the students at Minnesota's state universities demand a focused and professional organization whose purpose is to facilitate the sharing of those common interests with each other and to identify and pursue proper courses of action in order to address and receive satisfactory redress for those interests and concerns

ARTICLE I: Name and Office

The name of this organization shall be the Minnesota State University Student Association, Inc., hereafter referred to as MSUSA. The principal office of the MSUSA shall be in the State of Minnesota.

ARTICLE II: Definitions

For the purposes of these Bylaws, the following definitions apply throughout the document:

- A. Student(s): Individuals taking at least one credit of class work at any Minnesota state university.
- B. Student Association: The recognized campus student association, agency, or representative body responsible for student participation in university and system governance.
- C. Board of Directors: the management body of MSUSA consisting of the Director or a proxy of each campus Student Association, and officers.
- D. Staff: Professionals hired by MSUSA to work on behalf of the organization.
- E. MnSCU: The Minnesota State Colleges and Universities system.
- F. The Board of Trustees: Governing board of MnSCU.

ARTICLE III: Purpose

MSUSA has a variety of functions, and in all of its endeavors shall strive to fulfill the following basic purposes:

- A. To enhance the educational quality and strengthen scholarship within the state universities.
- B. To maintain the availability of quality post-secondary education to people from all socio-economic groups.
- C. To provide an educational and developmental experience for the students through student participation in university and system governance.
- D. To provide a highly professional student organization.
- E. To assist in a coordinated effort of presenting the student viewpoint to various bodies of the governmental hierarchy.
- F. To encourage and provide a means for students to actively participate in MnSCU, state, and federal political processes.
- G. To serve as an information network and channel of communication between students through publications, outreach, and conference sponsorship.
- H. To provide programs and services to students in the academic and student affairs area through public funding and alumni support.
- I. To encourage access to quality post-secondary education on the graduate and undergraduate levels at all Minnesota state universities through low tuition, fair financial aid policies, and a minimum amount of student debt.
- J. To provide representatives to all MnSCU, Office of Higher Education, Board of Trustees, State of Minnesota and other public agencies that require student input on committees, commissions, task forces, study groups, search committees and other groups that impact Minnesota state university students and Minnesota public higher education.
- K. To collaborate with other student advocacy groups on issues of mutual concern.

ARTICLE IV: Membership

Section 1

All students shall be considered members of MSUSA. Students shall be nonvoting members of MSUSA.

Section 2

Students shall pay a per credit hour fee for membership in MSUSA as described in Article V.

ARTICLE V: MSUSA Fee

Section 1

The MSUSA Board of Directors sets the MSUSA fee as authorized by MN State Statutes 136F.22. A per credit hour fee shall be levied on all students.

Section 2

Any fee change must be reviewed by the Board of Trustees. The Board of Trustees may revise or reject the fee change. MSUSA shall, upon approval of the Chancellor, enter into an agreement with MnSCU for accurate and timely collection of the fee.

Article VI: Strategic Plan

MSUSA shall develop and maintain a strategic plan as a means of defining strategies and making decisions on allocating resources to accomplish long term goals of the association. Refer to Article 18 Section 2.

ARTICLE VII: Board of Directors

Section 1

The authority of MSUSA shall be exercised through the Board of Directors, unless otherwise provided for in these Bylaws. The Board of Directors, by a two-thirds vote, shall have the authority to take official actions for MSUSA. For purposes of voting, two-thirds majority will be defined as two-thirds of the entire voting membership of the Board of Directors. Roll Call must be recorded on every vote, with the exception of procedural votes.

Section 2

The Board of Directors shall consist of one voting member from each campus student association at Minnesota's seven state universities. A student elected by each university in accordance with

procedures set forth by each individual university's student association shall be the voting director from each campus student association. Said director shall take office by June 1st.

- A. A campus Director's proxy shall be an individual designated by the Director and must be a student of that respective university.
- B. In the event that the Director shall be absent from the Board of Directors meeting for an extended period of time, notice of a proxy, other than the Campus Coordinator, including proxy's name and school, shall be presented in writing to the State Chair prior to the Board of Directors meeting. This notice must be signed by the Director.
- C. The proxy shall be allowed to vote on all issues.
- D. The proxy shall assume full duties of the Board of Directors member.

Section 3

Each campus student association shall have the authority to overturn its representative's Board of Directors vote by a two-thirds majority vote of their campus student association. Action of this nature must be taken within two (2) Student Government Association (SGA) meetings or fifteen (15) academic days following receipt of the minutes from said Board of Directors meeting, or within ten (10) academic days in the event that there are less than two (2) SGA meetings or fifteen (15) academic days remaining in the academic term.

Section 4

The Board of Directors shall take the following actions.

- A. Review and/or revise all committee recommendations for ratification.
- B. Create officer or staff positions as it deems necessary, along with the qualifications for, the responsibilities of, and methods for filling said positions.
- C. Establish and/or revise the MSUSA Employee Handbook which governs the actions of staff members.
- D. Hire an Executive Director in accordance with the MSUSA Employee Handbook.
- E. Initiate and approve amendments to these Bylaws
- F. Amend the MSUSA Policies and Procedures Manual and Financial Policies.
- G. The Board of Directors shall act to advocate the positions adopted in the Students' Platform.

H. To set final facilitator pay on an individual facilitator basis.

Section 5

The Board of Directors shall meet at least two times each fall academic semester, three times each spring semester, and at least once during the summer. The Board of Directors, by a two-thirds vote, has the authority to schedule special meetings.

Section 6

Personnel and legal matters shall be handled in an Executive Session of the Board of Directors.

Section 7

Conference calls conducted by the Board of Directors must be taped and written materials shall be available for each campus Student Association within three (3) business days.

- A. Each person on the line during a conference call must be made aware of the recording and give consent at the outset of the call.
- B. Executive Session calls may be exempt from mandatory taping.
- C. All decisions made in a conference call may be overturned by campus student government associations within ten (10) academic days after receipt of the minutes or at the next regularly scheduled campus student association meeting.
- D. Board of Directors will be notified within three (3) business days of a conference call. In the case of an emergency the Board of Directors will be notified at least 24 hours prior to the time of the call.

Section 8

The Board of Directors shall have the authority to remove staff members in accordance with the provisions of MSUSA Employee Handbook in the event that the Executive Director position is vacant

Section 8

The Board of Directors shall be given an annual presentation at Summer Orientation and Retreat concerning the legal and financial responsibilities of the Board. This presentation shall include a review of each member's required standard of conduct and duty of care as well as training on Minnesota laws regarding the solicitation of funds for charitable purposes.

Section 9

The Board of Directors shall be responsible for all internal matters including but not limited to, administration, operational issues, and personnel policies and procedures.

Section 10

MSUSA will comply with the spirit of the most current version of the Minnesota Open Meeting law.

Section 11

All votes shall be cast as a one-person, one-vote principle.

ARTICLE VIII: Delegates Assembly

Section 1

There shall be at least one committee within MSUSA. Minutes of the committee shall be taken and kept on file at each campus Student Association office and the MSUSA office.

- A. The committee shall be responsible for policy issues, including, but not limited to issues discussed in The Students' Platform.

Section 2

The committee will be chaired by the Vice Chair.

Section 3

The formation of additional committees shall be at the discretion of the Board of Directors.

Section 4

The committee shall be open to all students and the recommendations of the committee shall be brought to the Board of Directors for approval.

Section 5

Board of Directors members and their proxies shall not be allowed to vote in committee.

Section 6

All non-procedural motions made by the Delegate Assembly must pass by a two-thirds majority, defined as two-thirds of the entire voting membership present, except for the election of the vice

chair and treasurer which shall pass by a three-fifths majority defined as three-fifths of the entire voting membership present.

Section 7

Delegate Assembly shall take the following actions, each requiring a two-thirds vote of the delegates for approval:

- A. Adopt The Students' Platform and Mission Statement. The Students' Platform shall be set during the last regularly scheduled Delegate Assembly and may be reviewed at the next Delegate Assembly.
- B. Initiate proposed amendments to the MSUSA Bylaws, Policies and Procedures Manual, and Financial Policies.
- C. Set the next fiscal year budget.

Section 8

Each campus student association shall appoint their delegates prior to Delegate Assembly in a manner to be determined by each campus Student Association.

Section 9

All votes shall be cast on a one-person, one-vote principle.

Section 10

The Bylaws, the Policies and Procedures, the State Chair's proposed budget, Delegate Assembly rules, budget guidelines, budget descriptions and the guidelines for drafting the MSUSA Student Platform must be made available to each campus student association ten (10) business days prior to the opening of Delegate Assembly.

Section 11

Members of the Board of Directors or their proxies shall not be eligible to participate as a delegate in the Delegate Assembly.

ARTICLE IX: Officers

Section 1

The officers of MSUSA shall be the State Chair, Vice Chair and Treasurer. Officers are ex-officio, non-voting members of the Board of Directors. Officers shall not hold any position in their respective university campus student associations. Officers must be students. Officers must have and maintain good academic standing during their term.

Officers will undergo a performance evaluation at the last scheduled board meeting of each semester. Their evaluation will be conducted by the board of directors and will include the expectations outlined in their position description and any others set by the board at the beginning of each semester.

Section 2

The State Chair shall be the chief executive officer of MSUSA. The State Chair shall:

- A. Be responsible for the implementation and coordination of such MSUSA proposals/programs as adopted by the Student Association, the Board of Directors, or the Delegate Assembly.
- B. Be responsible for the administrative duties of MSUSA, including calling and chairing meetings, the coordination and dissemination of information, and the supervision of staff, interns and volunteers.
- C. Ensure that a written agenda is submitted to all members of the Board of Directors at least ten (10) business days in advance of any scheduled meeting.
- D. At the direction of the Board of Directors, schedule Board of Directors meetings, events, and conferences.
- E. Ensure that a copy of the Minutes of the Board of Directors meeting is sent to all members of the board no later than ten (10) business days after the Board of Directors meeting.
- F. Serve as chief spokesperson for MSUSA.
- G. Attend at least one staff meeting monthly.
- H. Be authorized to make expenditures clearly identified in the approved budget and/or specifically called for by an approved MSUSA regulation or program.
- I. Serve as MSUSA's representative to the Office of Higher Education Student Advisory Council. This position may be delegated to the MSUSA vice Chair at the State Chair's request.
- J. Be responsible for presenting the MSUSA report, both verbally and in writing, at the meetings of the Board of Trustees and its committees.
- K. Make appointments to commissions, task forces, study groups, search committees and other groups that impact students and Minnesota public higher education.

- L. Attend all official functions of MSUSA.
- M. Work in conjunction with the executive director to hire fire and supervise the MSUSA staff, and interns.
- N. Draft documents, henceforth known as Position Papers, outlining the rationale behind every MSUSA position, in conjunction with the MSUSA staff and facilitators.
- O. Submit a written description of duties and expectations of each facilitator position for approval to the Board of Directors prior to appointment.
- P. Present a document of Final Recommendations to the incoming Board of Directors.
- Q. Work to achieve the Board of Director's objectives and vision of the organization.
- R. The State Chair may appoint facilitators in the areas including but not limited to: academic affairs, federal legislative affairs, state legislative affairs, public relations/ development, student services, and diversity. Facilitators must be students.

Section 3

The Vice Chair shall:

- A. Perform the duties of the State Chair in the State Chair's absence or at the State Chair's request.
- B. Attend all official functions of MSUSA.
- C. Perform any duties assigned by the Board of Directors and/or State Chair.
- D. Chair the Delegate Assembly.
- E. Attend at least one staff meeting monthly.
- F. Assist the State Chair, Board of Directors, and staff in planning, coordinating, and implementing all MSUSA regular and special events and programs.
- G. Serve as ex-officio Chair of the Penny Program Board of Directors.
- H. Be responsible for supervising MSUSA's Campus Committees. This includes the Campus Coordinator and all other positions associated with MSUSA Campus Committees..
- I. Assist staff in scheduling, coordinating, planning, and implementing state and federal lobby events.

Section 4

The Treasurer shall:

- A. Attend all official functions of MSUSA.
- B. Perform any duties assigned by the Board of Directors and/or State Chair.
- C. Attend at least one staff meeting monthly.
- D. Assist the State Chair, Vice Chair, Board of Directors, and staff in financial aspects of and implementation of all MSUSA regular and special events and programs.
- E. Review all invoices.
- F. Chair the fiscal committee.
- G. The Treasurer shall monitor and allocate campus committee budgets through working with each respective campus' Campus Coordinator.
- H. Be the liaison between the accountant and the Board of Directors.
- I. Oversee the preparation of monthly financial reports by the bookkeeping company for distribution to all campus Student Associations.
- J. Assist staff in financial aspects of state and federal lobby events.
- K. Be responsible for an update to the board of directors and delegates assembly on progress and spending relating to initiatives that the board is pursuing
- L. Provide forecast data on possible gains and losses the organization faces for conferences it hosts to the board of directors at all regularly scheduled board meetings, and whenever requested by the board.
- M. Lead signature on all checks if available
- N. Present the annual audit to the board in conjunction with the Executive Director. Responsible for preparing and presenting a standard line item budget proposal for the campus student associations.

ARTICLE X: Campus Committee Structure

The purpose of the MSUSA Campus Committees is to organize students on each of the seven MnSCU University campuses. This organizing work includes, but is not limited to: implementing campaigns, increasing MSUSA's visibility, informing students about issues relevant to higher education, student life, and gathering information from students relevant to the work of MSUSA.

ARTICLE XI: Vacancy, Recall and Removal

Section 1

In the event of a vacancy of the State Chair position, the Vice Chair will assume the position of State Chair. If the remaining term of the State Chair is more than six months, a special election for State Chair must be held.

In the event of a vacancy of the Vice Chair position, a special election will be held at the next Delegate Assembly, and a three-fifths vote is needed to elect a new Vice Chair. Should the Board of Directors meet prior to this meeting, the Board of Directors shall appoint an interim Vice Chair.

In the event of a vacancy of the Treasurer position, a special election will be held at the next Delegate Assembly, and a three-fifths vote is needed to elect a new Treasurer. Should the Board of Directors meet prior to this meeting, the Board of Directors shall appoint an interim Treasurer.

Section 2

The Board of Directors, by a three-fourths vote, may remove any officer who is no longer a student during the traditional academic year. For the purpose of this section, three-fourths vote shall be defined as three-fourths of the entire voting membership of the Board of Directors.

Section 3

The Board of Directors, by a three-fourths vote, can remove an officer of MSUSA for any of the following reasons, including, but not limited to misfeasance, malfeasance, and nonfeasance:

- A. Breach of these Bylaws.
- B. Non-compliance with MSUSA policy.
- C. Illegal activity directly relating to, or affecting their role within, MSUSA.
- D. Failure to fulfill the duties required of their office.
- E. Misuse of MSUSA funds.

ARTICLE XII: Budget and Expenditures

Section 1

The Board of Directors shall be responsible for the supervision of the budget as set by Delegate Assembly.

- A. The State Chair, Vice Chair, and Treasurer shall be signatory agents on all MSUSA accounts.
- B. Two signatures shall be required for each expenditure. The Board of Directors has the authority to appoint no more than one (1) assistant treasurer to be a signer on all MSUSA accounts.
- C. The State Chair shall be authorized to make expenditures clearly identified in the approved budget and/or specifically called for by an approved MSUSA regulation or program.
- D. The Board of Directors shall be responsible for interpreting all expenditure mandates of MSUSA.
- E. In all instances, the State Chair and/or the Board of Directors are responsible for managing the budget in accordance with the collective directives of Delegate Assembly.

Section 2

The fiscal year of MSUSA shall begin on July 1 and end on June 30.

Section 3

The Spring Delegate Assembly will set the budget.

Section 4

Approval of the budget shall require a two-thirds vote of Delegate Assembly.

Section 5

Alteration of the budget, excluding line-item transfers, can be made only with the approval of three-fourths of the Board of Directors present and voting. Line item transfers may be made by a two-thirds vote of the Board of Directors

Section 6

In all cases, travel shall be limited to that authorized by the current approved budget or by prior consent of two-thirds majority of the Board of Directors.

Section 7

MSUSA shall contract with an auditing firm on an annual basis to perform a certified audit at the conclusion of each fiscal year.

ARTICLE XIII: Proposals and Programs

Proposals or programs shall be considered to be under the auspices of MSUSA if two-thirds of the membership of the Delegates Assembly and/or the Board of Directors vote in favor of them.

ARTICLE XIV: Amendments

The process of amending these Bylaws shall be initiated by a two-thirds vote of the Board of Directors or the Delegate Assembly. A three-fourths vote of the Board of Directors shall be required to approve any amendments. These amendments to the Bylaws shall be effective the first day of the fiscal year following ratification.

ARTICLE XV: Rules of Order

Robert's Rules of Order Newly Revised shall be followed unless superseded by these Bylaws and the MSUSA Policies and Procedures.

ARTICLE XVI: Proportional Representation

Section 1

Delegate Assembly and committees within MSUSA shall consist of 41 member's total. All votes shall be cast on a one person, one vote principle.

Section 2

MSUSA is responsible for notifying each campus of representation composition.

Proportional representation will be determined by FYE to be recalculated yearly during Spring internal affairs using FYE numbers from the previous Fall semester.

Proportionality for Delegate Assembly at 41 total members shall be:

Southwest MN State	3 Delegates
Metropolitan State	4 Delegates
Bemidji State	3 Delegates
MSU Moorhead	5 Delegates

Winona State
MSU Mankato
St. Cloud State

6 Delegates
10 Delegates
10 Delegates

ARTICLE XVII: Internal Affairs

Section 1

An Internal Affairs Committee will convene at least once per fiscal year to consider issues and documents including but not limited to MSUSA's Bylaws and Policies and Procedures. This committee may propose changes to these documents. Other meetings may be called at the discretion of the Committee Chair, State Chair, or the Board of Directors.

Section 2

The Internal Affairs Committee will review the MSUSA strategic plan every three years in consultation with the officers and executive director.

Section 3

The membership of Internal Affairs shall be comprised of students from each campus as decided by the Director. It is recommended that one seat be filled by the Campus Coordinator and another seat be filled by the Director. Representation shall be as follows:

Bemidji:	2 Students
Mankato:	2 Students
Metropolitan:	2 Students
Moorhead:	2 Students
Southwest:	2 Students
St. Cloud:	2 Students
Winona:	2 Students

Section 4

Internal Affairs shall be chaired by the Vice Chair.

Section 5

Internal Affairs shall be open to all students and the recommendations of the committee shall be brought to the appropriate body for approval.

Section 6

All non-procedural motions made by Internal Affairs must pass by a two-thirds majority, defined as two-thirds of the entire voting membership present

ARTICLE XVIII: Diversity Advisory Committee

Section 1

The Diversity Advisory Committee (DAC) shall be composed of the Diversity Specialist from each of the seven Minnesota state universities and will be chaired by the MSUSA Director of Campus Organizing. The chair shall be a non-voting member, responsible for communicating the DAC recommendations to the Delegate Assembly for approval.

Section 2

The DAC will be responsible for:

- A. Recommending the direction MSUSA shall take regarding issues of diversity to the Delegate Assembly.
- B. Making recommendations to the Delegate Assembly regarding involvement with diversity and leadership conferences at MnSCU Universities

Section 3

The DACD will meet at regularly scheduled conferences.

ARTICLE XIX: OPERATING RESERVE POLICY

Purpose

The purpose of the Operating Reserves policy for MSUSA is to ensure the stability of the mission, programs, employment, and ongoing operations of the organization.

The Operating Reserve is intended to provide an internal source of funds for situations such as a sudden increase in expenses, one-time unbudgeted expenses, unanticipated loss in funding, or uninsured losses. The Reserve may also be used for one-time, nonrecurring expenses that will build long-term capacity, such as staff development, research and development, or investment in infrastructure. Operating Reserves are not intended to replace a permanent loss of funds or eliminate an ongoing budget gap. It is the intention of MSUSA for Operating Reserves to be used and replenished within a reasonably short period of time. The Operating Reserve policy will be implemented in concert with the other governance and

financial policies of MSUSA and is intended to support the goals and strategies contained in related policies as well as in strategic and operational plans.

Definitions and Goals

The Operating Reserve Fund is defined as the designated fund set aside by action of the Board of Directors. The minimum amount to be designated as Operating Reserve will be established in an amount sufficient to maintain ongoing operations and programs for a set period of time, measured in months. The Operating Reserve serves a dynamic role and will be reviewed and adjusted in response to internal and external changes. The target minimum Operating Reserve Fund is equal to six months of average operating costs. The calculation of average monthly operating costs includes all recurring, predictable expenses such as salaries and benefits, occupancy, office, travel, program, and ongoing professional services. Depreciation, in-kind, and other non-cash expenses are not included in the calculation.

The amount of the Operating Reserve fund target minimum will be calculated each year after approval of the annual budget, reported to the Board of Directors, and included in the regular financial reports.

Accounting for Reserves

The Operating Reserve Fund will be recorded in the financial records as Board-Designated Operating Reserve. The Operating Reserve Fund will be funded and will be available in cash or equivalent funds. Operating Reserves will be maintained in a separate bank account.

Funding of Reserves

The Operating Reserve Fund will be funded with surplus unrestricted operating funds.

Use of Reserves

Use of the Operating Reserves requires three steps:

1. Identification of appropriate use of reserve funds.

The Executive Director and staff will identify the need for access to reserve funds and confirm that the use is consistent with the purpose of the reserves as described in this Policy. This step requires analysis of the reason for the shortfall, the availability of any other sources of funds before using reserves, and evaluation of the time period that the funds will be required and replenished.

2. Authority to use operating reserves

The Executive Director will submit a request to use Operating Reserves to the Board of Directors. The request will include the analysis and determination of the use of funds and plans for replenishment. The organization's goal is to replenish the funds used within twelve months to restore the Operating Reserve Fund to the target minimum amount. If the use of Operating Reserves will take longer than 12 months to replenish, the request will

be scrutinized more carefully. The Board of Directors will approve or modify the request and authorize transfer from the fund.

3. Reporting and monitoring.

The Executive Director is responsible for ensuring that the Operating Reserve Fund is maintained and used only as described in this Policy. Upon approval for the use of Operating Reserve funds, the Executive Director will maintain records of the use of funds and plan for replenishment. He/she will provide regular reports to the Board of Directors of progress to restore the fund to the target minimum amount.

ARTICLE XX: ACCOUNT OPENING AND CLOSING

It may be determined by the Treasurer and staff that a current bank account or investment account should be closed, or a new account should be opened. In this case, the closing and opening of new bank and/or investment account(s) requires approval by the MSUSA Board of Directors.

ARTICLE XXI: FISCAL COMMITTEE

The Treasurer is the chair of the Fiscal Committee, which includes three other board members. The Treasurer, in conjunction with the State Chair, shall select members of the committee. The committee is responsible for developing and reviewing financial procedures, financial statements, investment accounts, fundraising plans, and the annual budget with staff and other board members. The fiscal committee will also review the annual audit.