AMENDED AND RESTATED BYLAWS

OF THE

ASSOCIATED STUDENTS OF SAN FRANCISCO STATE UNIVERSITY

Approved by AS Board of Directors on November 12, 2014
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AMENDED AND RESTATED BYLAWS
OF THE
ASSOCIATED STUDENTS OF SAN FRANCISCO STATE UNIVERSITY

ARTICLE I - NAME

The name of this corporation is the Associated Students of San Francisco State University (the “Associated Students”).

ARTICLE II - OFFICE

The principal office for the transaction of the activities and affairs of the Associated Students is located at 1650 Holloway Avenue, City and County of San Francisco, California. The Board of Directors (the “Board”) of the Associated Students may at any time establish branch or subordinate offices at any place or places where the Associated Students is qualified to conduct its activities.

ARTICLE III - PURPOSE

Section 1. General Purpose. The Associated Students shall be an auxiliary organization of the California State University and shall conduct its operations in conformity with the California statutes governing such organization, including without limitation, Chapter 7, commencing with Section 89900, of Part 55, Division 8, Title 3 of the Education Code and Part 2, Division 2, Title 1 of the California Corporations Code, and the Regulations established by the Board of Trustees of the California State University (Subchapter 6, commencing with Section 42400, of Chapter 1, Division 5 of Title 5 of the California Code of Regulations) as required by the Education Code, Section 89900(c).

Section 2. Specific Purpose. Within the context of the purpose stated above, the Associated Students shall:

(a) Engage in educational and charitable plans, projects, programs, and activities, and in connection therewith provide for the educational, recreational, social, and cultural development of students, faculty, alumni, and staff of the San Francisco State University (the “University”);

(b) Foster and develop character-building and good citizenship;

(c) Establish, acquire, maintain, and operate any or all business incidental to the main purpose of the Associated Students, including the Student Center building and related facility space, Manny Mashouf Wellness Center, or other buildings, club houses, theaters, athletic plants, or establishments of any and every type, kind, and structure necessary to carry on the purposes, functions, and activities of the Associated Students, and manage the services and programs thereof;

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(d) Associate or affiliate with, join, or become a member of any local, state, national, or international associations, groups, or societies whose purposes, ideals, functions, and activities are the same as or substantially the same as those of the Associated Students; and

(e) Transact all lawful business for which a nonprofit public benefit corporation may be incorporated under the laws of the State of California.

ARTICLE IV- MEMBERSHIP

All rights, privileges, and distinctions between the different classes of membership are set forth and expressly provided herein. The enumeration of said purposes as herein specified shall not be construed to exclude or waive any of the powers, rights, or privileges granted or conferred by relevant laws now or hereafter in force.

Section 1. Regular Members. Regular members, hereinafter in these Bylaws referred to as “Members,” shall be entitled to enjoy and exercise all of the voting rights and privileges of the Associated Students. Regular membership shall be restricted to students currently enrolled at the University and who have paid all campus fees due during the term of membership, or who have received waivers of campus fees.

Section 2. Honorary Members. The Board may, by resolution, confer honorary membership upon persons or organizations. Honorary members shall not have voting rights, but shall have such other rights, privileges, preferences, restrictions, and conditions as the Board shall determine.

Section 3. Life Membership. Life membership may be conferred upon persons who give outstanding service to the Associated Students. Such persons must be nominated by the President and confirmed by a majority vote of the Board. Life members shall not have voting rights, but shall have such other rights, privileges, preferences, restrictions, and conditions as the Board shall determine.

Section 4. Voting Rights. Each Member shall be entitled to one vote on each matter submitted to a vote of the Members.

Section 5. Good Standing. Those Members who have paid the required dues, fees, and assessments in accordance with these Bylaws and who are not suspended by the University shall be Members in good standing.

ARTICLE V- CORPORATE POWERS AND GOVERNANCE

The powers and rights of the Associated Students shall be vested in the Board, which shall have and exercise all rights and powers afforded nonprofit corporations generally under the laws of the State of California subject to any limitations in the Articles of Incorporation or these Bylaws.
ARTICLE VI– BOARD OF DIRECTORS

Section 1. Number and Selection of Directors. The Board shall be composed of Twenty-four (24) directors (each a “Director”), elected or appointed as follows:

(a) Student Directors, who are duly registered and enrolled in a minimum of six (6) units and in good academic standing at the University, elected at-large in an election in which all Members are eligible to vote, shall include the following:

(1) President of Associated Students, who shall serve as Chair of the Board;

(2) Associated Students Vice President of Internal Affairs, who shall serve as Vice Chair of the Board;

(3) Associated Students Vice President of External Affairs;

(4) Associated Students Vice-President of University Affairs;

(5) Associated Students Vice President of Finance, who shall serve as Corporate Treasurer;

(6) Associated Students Vice President of Facilities & Service;

(7) One representative from each of the following academic colleges; The College of Business; the College of Liberal & Creative Arts; the College of Education; the College of Ethnic Studies; the College of Health and Social Sciences; the College of Science and Engineering; for a total of six (6) academic college representatives. This number shall change if University increases or decreases the number of academic colleges; and

(8) One representative from each of the following classes: Graduate students; senior class; junior class; and sophomore class; for a total of four (4) elected class representatives.

(b) The freshman representative, a student Director, shall be appointed to the Board by the President and confirmed by the Board;

(c) One student Director from the following areas; Student Health Advisory Committee (SHAC), Residence Hall Association (RHA), Campus Recreation Advisory Board, and Athletics Board; for a total of four (4) representatives, shall be appointed to the Board by the President and confirmed by the Board;

(d) Dean of Students, or designee, appointed by the President of the University, as designated in writing;
(e) Student Trust Officer, or designee, appointed by the President of the University, as designated in writing; and

(f) One (1) teaching faculty member at the University appointed annually by the Academic Senate, as designated in writing.

Section 2. Advisory Council. The Executive Director shall serve as advisory counsel to the Board and may attend any meeting of the Board, or Committee of the Board, whether open or closed. The Executive Director shall not be considered a Director under these Bylaws or within the meaning of Section 5047 of the California Corporations Code.

Section 3. Director’s Qualifications.

(a) All student Directors, elected and appointed, must meet and maintain the University academic standards, unless superseded by relevant provisions in the Articles of Incorporation, the Education Code, Title 5 of the California Code of Regulations, CSU policy or executive order or University policy. The Office of the Dean of Students is responsible for verifying academic standing and providing a complete report to the Board of Directors, indicating any and all Directors and candidates who do not qualify to serve members of the Board. Such a report will be provided to the Board prior to election and/or appointment and each academic term no later than the immediately following census 4th week of instruction. All student directors elected and appointed, must adhere to the following:

(1) Incumbent Unit Load:

   (i) Undergraduate incumbents must earn six (6) semester or nine (9) quarter units of credit per term while holding office. Graduate and credential students must earn three (3) semester or four (4) quarter units of credit per term while holding office.

(2) Incumbent Maximum Allowable Units:

   (i) Undergraduate students are allowed to earn a maximum of one hundred-fifty (150) semester (or two hundred twenty-five (225) quarter) units or one hundred twenty-five percent (125%) of the units required for a specific baccalaureate degree objective, whichever is, greater. Graduate and credential students are allowed to earn a maximum of fifty (50) semester (or seventy-five (75) quarter) units or one hundred sixty-five percent (165%) of the units required for the graduate or credential objective, whichever is greater. Students holding over that number of units will no longer be eligible for major student government office.
(3) Candidate Unit Load:

(i) Undergraduate candidates must maintain six (6) semester or nine (9) quarter units per term while running for office. Graduate and credential student candidates must maintain three (3) semester or four (4) quarter units per term while running office.

(4) Candidate Residency:

(i) Undergraduate candidates for office must have been enrolled on the campus and have completed at least one semester or two quarters prior to the election, earning a total of six (6) semester (nine (9) quarter) units during that year. Graduate and credential candidates for office must earn six (6) semester (or nine (9) quarter) units per term of continuous attendance as anew graduate or credential student to be eligible. Graduate and credential students who received a bachelor's degree or credential within the past three years from the same campus must have earned a total of twelve (12) semester (eighteen (18) quarter) units during their last year as an undergraduate to be eligible.

(b) Class level requirements:

(1) Candidates for President and Vice President shall, at the completion of the semester in which they are candidates, have accumulated a minimum of sixty (60) units;

(2) Nominees for freshman class representative must not have more than thirty (30) units at the time of their appointment;

(3) Candidates for sophomore semester in which they are candidates, have accumulated a total of at least thirty (30) units, but less than sixty (60) units;

(4) Candidates for junior class representative shall, at the completion of the semester in which they are candidates, have accumulated a total of at least sixty (60) units, but less than ninety (90) units;

(5) Candidates for senior class representative shall, at the completion of the semester in which they are candidates, have accumulated a total of at least ninety (90) units, but not more than one hundred fifty (150) units; and

(6) Candidates for Graduate representative shall, at the completion of the semester in which they are candidates, have accumulated a
minimum of three (3) units per term enrolled in a graduate program.

(c) Declared major requirement:

(1) Candidates and nominees for academic college representative positions shall be declared majors in the college they seek to represent at the time they seek office.

(d) The Board shall adhere to the most current and approved attendance policy.

(e) No Director shall be financially interested in any contract or other transaction entered into by the Board that is not in accordance with the conflict of interest provisions set forth in Sections 89906 through 89909 of the Education Code. Any Director who obtains a financial interest in violation of this Section 3 shall cease to be a Director and the vacancy shall be filled as provided in these Bylaws. The following relationships are specifically deemed not permissible:

(2) Any contract directly between the Associated Students and a Director;

(3) Any contracts between the Associated Students and a partnership or unincorporated association in which a Director is a partner, or owner, or holder, directly or indirectly, of a proprietorship interest; and

(4) Any contract between the Associated Students and a for-profit corporation in which a Director is the owner or holder, directly or indirectly, of five percent (5%) or more of the outstanding common stock.

Section 4. Terms of Office.

(a) The student officers shall be elected, in accordance with the Associated Students Election Code, for a one year term to commence at noon on the first Monday in May and to terminate the next calendar year at noon on the first Monday of May;

(b) The freshman representative’s term shall commence at noon on the first Monday in October, and terminate the next calendar year at noon on the first Monday in October; and

(c) The teaching faculty member’s term shall be one academic year, or until replaced.
Section 5. **Compensation.** Directors shall receive compensation in an amount as fixed from time to time by the Board. In addition, Directors shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in these Bylaws.

Section 6. **Removal of Directors.**

(a) If a Director, who is qualified for Board membership because she/he is a duly registered student of the University, ceases to be enrolled in a minimum of six (6) units, or ceases to be in good academic standing pursuant to University policy, shall be notified of the deficiencies in writing, by certified mail return receipt requested. An academically deficient student Director has no more than ten (10) working days in which to correct any errors or deficiencies in their academic record from the time in which the written notice of academic deficiencies is received. If at the end of the fourteenth (14th) day, the academically deficient student Director has not provided the Board with a written notice from the Dean of Students that demonstrates reinstatement of good academic standing pursuant to University policy, then she/he shall immediately cease to be a Director;

(b) If a Director who is qualified for Board membership because she/he is a member of the Administration, faculty, or non-academic staff of the University, ceases to be employed by the University, such person ceases to be a Director;

(c) Whenever the Board determines that a Director is not fulfilling the duties required of a Director, as stated in their job description and/or not in accordance with the most current and approved attendance policy, that Director may be removed from the Board by a two thirds (2/3) affirmative vote of the Board; and

(d) Upon presentation of a petition signed by ten percent (10%) of the voting members, but not less than twenty (20) members of the active membership of a constituency of the Associated Students, and containing a specific statement of reasons for removal, and the names, student identification number and signatures of the members executing such petition; any member of the Board elected by the general student body may be subject to recall. The Board shall convene an election by the appropriate constituency within a reasonable period of time (e.g. 30 days) following presentation of the signed petition. Directors shall be recalled by an affirmative vote of two-thirds (2/3) of those votes cast in an election open to the membership of the appropriate constituency of the Associated Students.
Section 7. Vacancies.

(a) Vacancies on the Board shall exist: (1) on the death, resignation, removal, recall, or academic ineligibility of any Director, (2) whenever the number of authorized Directors is increased, or (3) upon the failure to seat the number of Directors required to be elected at the annual election or any special election or meeting held for that purpose;

(b) The Board may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Article 3 of Chapter 2 of the California Nonprofit Corporation Law, or any successor statute thereto;

(c) No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director’s term of office expires; and

(d) In the event a member should resign, a written notice of resignation shall be submitted to the Chair of the Board and/or the Corporate Secretary. A resignation will become effective upon the date of delivery of written notice unless the notice specifies a later time for the effectiveness of such resignation. Unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board relating to the employment of any officer of Associated Students. No Director may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Attorney General.

Section 8. Replacement of Directors.

(a) Whenever a student Director terminates their membership on the Board, whether by resignation or otherwise, the vacancy created shall be filled by a student approved by an affirmative vote of the remaining Directors present, following public notice for the position. The Associate Students President recommends an appointment to the Board for approval. The term of such an appointment shall not exceed the original term being filled. The appointee’s position shall be filled at the next general election, and the elected winner will take office at the next annual meeting; and

(b) Any person selected to fill a vacancy on the Board shall have the same qualifications as were required of the Director whose position was vacated.
ARTICLE VII– INDEMNIFICATION

Section 1. Non-Liability of Directors and Officers. The Directors and officers shall not be personally liable for the debts, liabilities, or other obligations of the Associated Students.

Section 2. Indemnification of Directors and Officers.

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

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

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

(d) The Associated Students shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Directors, employees, and other agents against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer’s, director’s, employee’s or agent’s status as such.

ARTICLE VIII– MEETINGS OF THE BOARD

Section 1. Place of Meetings. All meetings of the Board shall be held on the main campus of the University. Meeting locations shall be determined by the Chair of the Board and designated in the notice of the meeting.
Section 2. Conduct of Meetings. Meetings of the Board shall be presided over by the President as Chair. In their absence, the Vice President of Internal Affairs as Vice Chair shall preside. In the absence of each of these persons, the Vice President of External Affairs shall preside. In the absence of these three (3) officers, the Board shall nominate and elect a Chair from the remaining directors present, with the exception of the Vice President of Finance and the Corporate Secretary may not serve as Chair.

Section 3. Quorum. A quorum of any meeting of the Associated Students Board shall be fifty percent (50%) plus one of the voting directors then in office. All action taken at a regular, special, or general meeting of the Board shall be made by majority vote of those Directors in attendance, or as otherwise specified in these Bylaws, at any meeting where there is a quorum.

Section 4. Adjournment Due to Lack of Quorum. No business shall be considered by the Board at any meeting at which a quorum is not present, except that a number less than quorum shall have the power to approve a motion to adjourn the meeting to a later date. If the adjourned meeting is held within twenty-four (24) hours, other than announcing the place and time of the adjourned meeting, no other notice is required to be given, if the adjourned meeting is to be held more than twenty-four (24) hours later, notice of the adjourned meeting shall be given as provided in these Bylaws.

Section 5. Loss of Quorum. A meeting of the Board present at a duly called and held meeting at which a quorum is initially present may continue to transact business notwithstanding the subsequent withdrawal from the meeting to a number below quorum, provided that any action thereafter taken shall be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this Corporation.

Section 6. Annual and Regular Meetings.

(a) The annual meeting of the Board shall be held in September of each year. At the annual meeting, the Board shall adopt, ratify, or approve policies applicable for the academic year. Adoption, ratification, and approval of policies at the annual board meeting shall not prohibit the board from adopting other policies throughout the year; and

(b) Regular meetings of the Board shall be held at least once every two (2) weeks during the fall and spring semesters of the San Francisco State University academic year and at least once a month during summer session. The time and place of such meetings shall be established annually by the Chair. Regular meetings of the Board may be called by the Chair or any other three (3) members of the Board. Notice of the time and place of such meetings together with the agenda for such meetings, shall be posted prominently at the principle office of the Associated Students at least seven days (7) in advance of the meeting.
Section 7. Notice of Meeting.

(a) Written notice of every meeting, whether annual, regular or special, shall be sent to each Director's address, as specified by each Director and appearing on the books of the Associated Students. If a Director gives no address, notice is duly given if sent by mail addressed to the place where the principal office of the Associated Students is situated. Notice of every meeting shall be posted publicly on campus and written notice of any meeting shall also be given pursuant to the requirements of Section 89921 of Article 2 of Chapter 7 of Part 55 of the Education Code to any individual or medium that has filed a written request for notice. Said notices for annual or regular meetings shall be sent, and posted, at least seven (7) days before each meeting;

(b) A written agenda listing the matters to be considered at each meeting shall be included in the notice for the meeting; and

(c) Matters to be considered at any meeting shall be stated in the notice of the meeting. No business other than that mentioned in the notice of a meeting shall be considered there at. Notice shall be given by the Executive Secretary or their designee.

Section 8. Special Meeting.

(a) Special meetings of the Board may be called at any time by the Chair of the Board, or by a majority of the Directors of the board eligible to vote, the Executive Secretary, or by joint request of any five (5) Executive Officers; and

(b) Written notice for a special meeting shall be delivered personally or by mail to each Director, and to any medium or other party to be directly affected by a meeting, or any other individual or medium who has requested notice in writing. The call and notice of a special meeting shall be delivered at least twenty-four (24) hours prior to any meeting and shall specify the date, time and place of the special meeting and the business to be transacted. No other business shall be considered at these meetings. Written notice may be dispensed with as pursuant to the guidelines of Section 89922 of Article 2 of Chapter 7 of Part 55 of the Education Code.

Section 9. Open Meetings. All meetings of the Board, or officially designated committees of the Board, shall be open and public, and all persons shall be permitted to attend any meeting of the Board; provided, however, that the Board may hold closed sessions during any meeting to consider those matters which may lawfully be considered in such sessions under Article 1.5 (commencing with Section 89305) of Chapter 3 of Part 55 of the Education Code and Article 2 (commencing with Section 89920) of Chapter 7 of Part 55 of the Education Code.

Section 10. Executive Committee Meetings. Meetings of the Executive Committee may be called for any purpose by any member of the Executive Committee. All meetings of the
Executive Committee (or any committee) when acting in capacity or on behalf of the Board shall be conducted in accordance with the provisions of Article 1.5 (commencing with Section 89305) of Chapter 3 of Part 55 of the Education Code and Article 2 (commencing with Section 89920) of Chapter 7 of Part 55 of the Education Code.

Section 11. Voting Rights. Each qualified Director shall have one vote. No proxy votes shall be permitted. For the sake of clarity, the Executive Director shall not have voting rights.

Section 12. Conduct of Meetings. Robert’s Rules of Order, Newly Revised, shall govern the conduct of all meetings of the Board.

ARTICLE IX--EXECUTIVE OFFICERS

Section 1. Designation of Officers. The Executive Officers of the Corporation shall consist of eight (8) members: six (6) who are elected and two (2) who are appointed.

(a) The elected Executive Officers of the Corporation shall be the President, Vice President of Internal Affairs, Vice-President of External Affairs, Vice-President of Finance, Vice President of Facilities & Services and Vice- President of University Affairs; and

(b) The appointed officers shall be the (a) Chief Justice, and (b) Corporate Secretary.

Section 2. Powers and Duties of Executive Officers.

(a) President

The President shall be the Chief Executive Officer of Associated Students and Chair of the Board. As Chief Executive Officer of the Corporation and Chair, the President shall have the following duties and powers:

(1) Call, preside over, and conduct the regular and special meetings of the Board;

(2) Represent the Board;

(3) Within thirty (30) calendar days of the new President’s inauguration, the President, as Chair of the Board, shall appoint members of the Board to serve as chairs of the standing committees, unless otherwise specified within these Bylaws, and, within thirty (30) calendar days of the creation of any ad hoc committees, the President shall make appointments of members of the Board to serve as chair(s) of such committee(s);

(4) Reserve the power to veto any resolution passed by the Board within 48 hours of its passage. The veto may be overturned only
with a two-thirds (2/3) majority vote of the Board with quorum duly assembled in a regularly scheduled Board meeting; or if time is a factor, at a properly noticed and agendized special meeting. Once the veto is overturned, the President no longer has authority or power to veto the resolution again;

(5) Serve as the Chair of the Executive Committee and shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Chair and/ or the Board;

(6) Serve as the chair of the Legislative Council;

(7) Serve as an ex-officio member on all other Board committees; and

(8) Perform all duties incident to the office of Chair and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to the Chair from time to time by the Board.

(b) Vice-President of Internal Affairs

Vice President of Internal Affairs shall be the Vice-Chair of the Board. As Vice-Chair of the Board, the Vice President of Internal Affairs shall have the following duties and powers:

(1) Perform all the duties of the Chair in the absence of the Chair of the Board, or in the event of their inability or refusal to act. When so acting shall have all the powers of, and be subject to all the restrictions of the Chair. The Vice Chair shall have other powers and perform such other duties as may be prescribed by law by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board;

(2) Serve as Chair of the Program Council;

(3) Serve as Chair of Cultural and Equity Assembly; and

(4) Serve as a member of the Executive Committee.

(c) Vice-President of External Affairs

The Vice President of External Affairs shall be the primary representative to all functions external to Associated Students and shall have the following duties and powers:
(1) Represent the Associated Students before boards, commissions, and other policy-making groups of the California State University, the State of California, and other entities as appropriate;

(2) Serve as the primary representative to California State Students Association ("CSSA");

(3) Serve as the primary representative to United States Student Association ("USSA");

(4) Within thirty (30) calendar days of the new Vice-President of External Affairs' inauguration, the Vice-President of External Affairs shall appoint at least one (1) alternate representative to CSSA and USSA with Board approval. Furthermore, within thirty (30) calendar days of the joining of any external organizations, the Vice-President of External Affairs shall make appointments of member(s) of the Board to serve as alternate representative(s);

(5) Serve as the Chair of the External Affairs Assembly, and shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Chair and/or the Board;

(6) Serve as a member of the Executive Committee, and

(7) Serves as chair of the Marketing and Communication Committee.

(d) Vice President of University Affairs

The Vice President of University Affairs shall serve as a liaison between students and University Departments on issues of Shared Governance.

(1) Serve as chair of the University Affairs assembly; which is the Committee that is charged to implement shared governance through student participation in University Affairs;

(2) Serve as a member of the Executive Committee;

(3) Serve as chair of appointments assembly;

(4) Serve as a member of the Instructionally Related Activities Committee (IRA); and

(5) Other campus committees or boards as requested.
(e) **Vice-President of Finance**

The Vice-President of Finance shall be the Treasurer of the Corporation. As the Treasurer, the Vice-President of Finance shall perform such executive functions for the financial management of the Executive Committee of the Associated Students. The Treasurer shall have the following duties and powers:

1. Serve as Chair of the Finance Committee; and shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or these Bylaws, or as may be prescribed by the Chair and/or the Board;
2. Responsible for the submission of a budget proposal for the next fiscal year to the Board for consideration;
3. Implement the financial policy of Associated Students;
4. Serve as liaison between the Board and the chief fiscal officer of the campus;
5. Serve as the chair of the Master Plan assembly;
6. Serve as the chair of the Student Life Activities assembly; and
7. Serve as a member of Executive Committee.

(f) **Vice President of Facilities & Services**

1. Serve as chair of the Facilities and Service Council; which is the Council that is charged to implement shared governance through student participation in University Corporation Affairs and; which has oversight of the Vendor Services Assembly and the Master Plan Assembly;
2. Serve as chair of Vendor Services assembly;
3. Serve as chair of Social Engagement assembly;
4. Serve as chair of Sustainability assembly;
5. Serve as a member of the Executive Committee; and
6. Other campus committees or boards as requested.

(g) **Corporate Secretary**

The President shall submit a nomination for the position of Corporate Secretary, who shall be selected from the voting members of the Board. The
approval requires majority vote of the Board. The Corporate Secretary shall have the following duties and powers:

(1) Keep at the principle office of the Corporation or at such other place as the Board may determine, a book of minutes of all meetings of the Directors and, if applicable, meetings of committees of Directors, recording therein the time and place holding, whether standing, special or ad-hoc, how notice thereof was given, the names of those present or represented at the meeting, and proceedings thereof;

(2) Assure that all notices are duly given in accordance with the provision of these Bylaws or as required by law;

(3) Prepare, post, and distribute agendas for all regular and special meetings of the Board;

(4) Enforce the attendance policy as approved by the Board;

(5) Serve as a member of the Executive Committee; and

(6) Serve as chair of Audit Committee.

(h) Chief Justice

Chief Justice is a student at large position that shall be appointed by the President of the Associated Students within thirty (30) calendar days of the first Monday in May, with majority of Board approval. They serve in an advisory capacity to the Board and Committees described below.

(1) Responds to inquiries and advises chair during the conduct of all meetings of the Board on matters of parliamentary procedures, assists members in making appropriate motions, and raises proper points of order;

(2) Serve as the Chair of Judicial Council;

(3) Serve as chair of the Rules Assembly; and

(4) Serve as chair of the Election assembly.

Section 3. Qualifications and Election of Officers. All officers, except for the Executive Secretary, who shall be the Executive Director, shall be student Directors. The Chief Justice shall be elected by the Board within thirty (30) days of the first Monday in May, and shall serve a full one year term or until they are appointed, or until she/he resigns or is removed or are otherwise disqualified to serve, or until a successor shall be appointed and qualified, whichever occurs first. With the exception of the Executive Secretary and the Chief Justice, all executive officers shall be elected at-large in an election in which all Members are eligible to vote and shall
serve until the end of their term (see Article VI, Section 4), or until she/he resigns or is removed or is otherwise disqualified to serve, or until a successor shall be elected and qualified, whichever occurs first.

Section 4. Removal, Recall, and Resignation of Officers.

(a) In the event a member should resign, a written notice of resignation shall be submitted to the Chair of the Board and/or the Corporate Secretary. A resignation will become effective upon the date of delivery of written notice unless the notice specifies a later time for the effectiveness of such resignation. Unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board relating to the employment of any officer of Associated Students. No Director may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Attorney General.

Section 5. Duties of the Executive Secretary.

(a) The Executive Director shall serve as the Executive Secretary of the Board;

(b) The Executive Secretary shall keep a full and complete record of the proceedings of the Board, and shall make service of such notices as may be necessary or proper and shall supervise the keeping of the records of the Associated Students; and

(c) The Executive Secretary may appoint such assistants as he/she may consider appropriate to assist in the performance of their duties and may authorize such assistants to perform, in the name of the Executive Secretary, any of the duties specified in this Section 6.

Section 6. Special Authority of Officers. The Officers of the Board shall have such powers and shall perform such duties in addition to those set forth in these Bylaws or as may be delegated to them by the Board.

Section 7. Restrictions Regarding Interested Directors. Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. For purposes of this Section, "interested persons," means either:

(a) Any person currently being compensated by Associated Students for services rendered it within the previous twelve (12) months, whether as full- or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; or
(b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, daughter-in-law, son-in-law, mother-in-law, or father-in-law of any such person.

Section 8.  **No Concurrent Employment.** No employee of Associated Students may, concurrently with such employment, serve as a voting member of the Board.

Section 9.  **No Proxy Voting.** Voting by proxy is strictly prohibited. Directors shall not proxy their voting rights.

**ARTICLE X - COMMITTEES**

Section 1.  **Designated Committees.**

(a) The official Standing Committees of the Board shall be:

(1) Executive;

(2) Marketing and Communications;

(3) Finance; and

(4) Audit.

(b) **Ad hoc Committees**

The Board shall have the authority to establish Ad hoc committees. The President shall have the authority to appoint the chairs of those committees. The action establishing an Ad hoc or advisory committee shall include the following:

(1) The purpose of the committee;

(2) The date by which its work should be concluded and reported to the Board;

(3) The membership of the committee, including whether persons who are not members of the Board may serve on the committee; and

(4) Such Ad hoc committees shall act in an advisory capacity to the Board only.

(c) Unless otherwise provided in these Bylaws, no committee may exercise the authority of the Board.

Section 2.  **Committee Membership.**

(a) Each standing committee of the Board (with the exception of the Executive Committee) shall be composed of no less than three (3) members of the Board including the Chair;
(b) The Executive Committee shall consist of seven (7) members: the President, Vice President of Internal Affairs, Vice President of External Affairs, Vice President of University Affairs, Vice President of Finance, Vice President of Facilities & Services, Corporate Secretary, and the Chief Justice shall serve in an advisory capacity; and

(c) Except as otherwise provided in these Bylaws, committee members shall be appointed by the President with the advice and consent of the majority of the Board members.

Section 3. Executive Committee.

(a) Powers of the Executive Committee:

(1) The President shall serve as chair of the Executive Committee;

(2) Conduct the business and affairs of the Associated Students from time to time in case of emergencies, as specifically delegated to the Executive Committee by the Board, and shall have all the powers of and be subject to all the restrictions on, the Board as specified herein, and

(3) Conduct the business and affairs of the Associated Students from time of the conclusion of the fall semester to the commencement of the spring semester and from the time of the conclusion of the spring semester to the commencement of the fall semester.

(b) Limitations on Powers of Executive Committee: The Executive Committee shall, except when the Board is in session during the academic year, have all powers, authority, and restrictions in the management of the business and affairs of Associated Students, except with respect to:

(1) The final approval of any action which, under law or the provisions of these Bylaws, requires the approval of the Directors or of a majority of all of the Directors;

(2) The filling of vacancies on the Board or on any committee which has the authority of the Board;

(3) The fixing of compensation of the Directors for serving on the Board or on any committee;

(4) The amendment or repeal of Bylaws or the adoption of new Bylaws;

(5) The amendment or repeal of any resolution of the Board which by its express terms cannot be so amended or repealed;
(6) The appointment of committees of the Board or the members of the Board thereof;

(7) The approval of any transaction to which the Associated Students is a party and in which one or more of the Board has a material financial interest, except as expressly provided in Section 5233 (d)(3) of the California Nonprofit Corporation Law, or successor statute thereto; and

(8) Such powers and authority as shall be reserved from the Executive Committee by the Board.

Section 4. Committee Meetings.

(a) With the exception of Article VIIISection 3 referring to “Quorum,” and Article VIIISection 6 referring to “Annual Meeting” and, except as otherwise expressly provided in these Bylaws, committee meetings shall follow all guidelines herein specified for Board meetings. Committees shall serve only to make recommendations to the Board for approval. A simple majority of the committee members shall constitute quorum for each committee.

(b) Each qualified committee member, excluding any and all employees of the Associated Students, shall have one vote on the committee. No proxy votes shall be permitted.

Section 5. Councils. The Board may, by a majority vote of the Directors, designate one or more Councils, to assist the Board at its pleasure and in its sole discretion with various aspects of the business and affairs of the Associated Students. The Councils shall perform research and provide recommendations and resolutions on topics at the Board’s request. For the sake of clarity, the Councils shall not be considered “committees” of the Associated Students under these Bylaws or Section 5212 of the California Corporations Code. Such Councils may include the following:

(a) The Legislative Council of the Associated Students, which may assist the Board with issues relating to external affairs and University affairs. The President shall be the chair of the Legislative Council. The remaining members of the Legislative Council shall be appointed by the Board;

(b) The Program Council of the Associated Students, which may assist the Board with issues relating to student life activities, culture and equality, and new programs. The Vice President of Internal Affairs shall be the chair of the Program Council. The remaining members of the Program Council shall be appointed by the Board; and

(c) The Judicial Council of the Associated Students, which may assist the Board with issues relating to corporate governance, rules, appointments, elections and jurisdiction of the Board. The Chief Justice shall be the
chair of the Judicial Council. The remaining members of the Judicial Council shall be appointed by the Board.

ARTICLE XI – EXECUTIVE DIRECTOR

Section 1. Duties of Executive Director. The Executive Director shall be the Executive Secretary of the Associated Students and shall exercise general supervision and control over all activities of the Associated Students in a manner consistent with Board policy. The duties and reporting line of the Executive Director shall be specified in the most recent position description policy approved by the Board.

Section 2. Delegation of Executive Director Authority. Any duties of the Executive Director may be delegated by him/her to any employee of the Associated Students, provided such delegation is reasonable under the circumstances.

Section 3. Removal of the Executive Director. The Executive Director may be removed without cause upon a two-thirds (2/3) affirmative vote of the Board, including the unanimous vote of the non-student Directors, at a regularly scheduled meeting, duly called for that purpose.

ARTICLE XII- ELECTIONS

Section 1. Regular Elections.

All elections for office in the governance of Associated Students shall be administered by the Elections Commissioner and follow the procedure outlines in the most recent election code approved by the Board.

Section 2. Special Elections.

All special elections shall be administered by the Election Commissioner. Notice of such election and of any special election meeting called in relation to those elections shall be provided by posting notice within three (3) calendar days of the call of such election or meeting on all bulletin boards available to the Associated Students for this purpose, with such notice in the student newspaper in at least one issue prior to the date of such election or meeting. In addition, notice shall be provided to members entitled to vote in the special election as determined by the Election Commissioner.

Section 3. Election Commissioner.

The Election Commissioner shall be nominated by the Executive Director and subject to Confirmation by a majority vote of the Board. The Commissioner shall not hold nor seek an elected or appointed office within Associated Students at the time of nomination or while in office, The Commissioner has the following powers and duties:
(a) Conduct regular and special elections within the provision of these Bylaws;

(b) Work with the Associated Students Business office to employ an election staff for assistance in the setup and operation and organization of all regular and special elections;

(c) Implement and enforce all provisions of the Election Code, including the qualifications for all elected or appointed members of the Associated Students consistent with the Election Code; and

(d) Refer all infractions, quarrels, disputes, and disagreements involving campaigns and elections to the Judicial Council immediately for adjudication.

Election Commissioner may not campaign in any election. Complaints against the Commissioner, an employee on the election staff, or the election process shall be filed with the Judicial Council. If the complaint is upheld, the Judiciary shall notify the Board and the Commissioner of recommended corrective action for final approval and decision by the Board. Upon recommendation by the Judiciary, the Commissioner may be removed for cause from the position of Election Commissioner.

ARTICLE XIII – DEPOSITS, GIFTS AND INVESTMENTS

Section 1. Deposits; Commercial Services. All funds and money of the Associated Students collected from commercial services, as provided in Education Code Section 89905, shall be deposited from time to time to the credit of the Associated Students in such banks, trust companies, or other depositories as the Board may select, with the approval of the University chief fiscal officer.

Section 2. Gifts. The Board may accept on behalf of the Associated Students any contribution, gift, bequest, or devise for the charitable or public purposes of the Associated Students, in accordance with the policies of the Associated Students, the University and the California State University.

Section 3. Investments. Funds of the Associated Students not needed for the immediate use of the Associated Students shall be invested in time deposits, savings accounts, or securities, upon approval of the Board and subject to approval of the campus chief fiscal officer; provided, however, that funds shall only be in invested in bonds, securities, or accounts approved as legal investments for trust funds and guardianships in the State of California. Such investments must be in accordance with the policies of the Associated Students, the University and the California State University.
ARTICLE XIV – CORPORATE RECORDS AND SEAL

Section 1. Maintenance of Corporate Records. The Associated Students shall keep at its principal office in the State of California:

(a) Minutes of all meetings of Directors and committees of the Board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof; and

(b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Section 2. Corporate Seal. The Board may adopt, use, and at will alter a corporate seal. Such seal shall be kept at the principal office of the Associated Students. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

ARTICLE XV - DISSOLUTION

Upon dissolution of the Associated Students, net assets other than trust funds, shall be distributed to one or more nonprofit corporations organized and operated for the benefit of the University, such corporation or corporations to be approved by the President of the University and the Chancellor of the California State University. Such nonprofit corporation or corporations must be qualified for federal income tax exemption under Section 501(c) (3) of the Internal Revenue Code of 1986, and be organized and operated exclusively for charitable purposes.

ARTICLE XVI - AMENDMENT

These Bylaws may be amended or repealed, in whole or in part, by a two-thirds (2/3) affirmative vote of the Board; provided, however, that all such amendments shall be sent to the President of the University for their Concurrence.

ARTICLE XVII– CONSTRUCTION AND DEFINITIONS

Section 1. Conflicting Terms. If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation, the provisions of the Articles shall govern.

Section 2. Severability. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.
ARTICLE XVIII – CONFLICT OF INTEREST

Section 1. Conflict of Interest. No member of the Board of Directors shall be financially interested in any contract or other transaction entered into by the Board of Directors that is not in accordance with the conflict of interest provisions set forth in Sections 89906 through 89909 of the Education Code. The following relationships are specifically deemed not permissible:

(a) Any contract, other than an employment contract, directly between Associated Students and a Director;

(b) Any contracts between Associated Students and a partnership or unincorporated association in which a Director is a partner, or owner, or holder, directly or indirectly, of a proprietorship interest; and

(c) Any contract between Associated Students and a for-profit corporation in which a Director is the owner or holder, directly or indirectly, of five percent (5%) or more of the outstanding common stock.

Section 2. Permitted Relationships. There are other relationships, including the following that are permissible:

(a) Contracts between Associated Students and a for-profit corporation in which a Director is the owner or holder, directly or indirectly, of less than five percent (5%) of the outstanding common stock;

(b) Contracts between Associated Students and a for-profit corporation on whose Board of Directors a Director serves and such Director is the owner or holder, directly or indirectly, of less than five percent (5%) of the outstanding common stock; and

(c) Contracts between Associated Students and a for-profit corporation on whose Board of Directors a Director serves.

Section 3. Concurrent Serving. No individual serving as President of Associated Students shall serve concurrently as President or Chair of another auxiliary organization of the University campus.
In witness whereof, the foregoing Bylaws were adopted by the Board of the Associated Students of San Francisco State University on November 12, 2014.

Phoebe Dye
Phoebe Dye, President
Associated Students

Aimée Zenzele-Barnes
Interim Executive Director

Date
4/24/15

In witness whereof, I approve the foregoing Bylaws of Associated Students of San Francisco State University.

Leslie E. Wong
Leslie E. Wong, Ph.D., President
San Francisco State University

Date
4-24-15

Approved by AS Board of Directors on November 12, 2014