

SONOMA STUDENT UNION CORPORATION
Sonoma State University

BYLAWS

For the entirety of this document, the following acronyms and/or abbreviated references shall apply: SSU shall be understood as Sonoma State University. ASI shall be understood as Associated Students Incorporated. SSUC and Corporation shall be understood as the Sonoma Student Union Corporation. Board shall be understood as Board of Directors of the Sonoma Student Union Corporation.

ARTICLE I OFFICES

Section 1. PRINCIPAL OFFICE: The principal office for the transaction of the business of the Corporation is hereby fixed and located at Sonoma State University, in the County of Sonoma, State of California. The Board of Directors of this corporation is hereby granted full power and authority to change said power and change said principal office from one location to another in said county.

ARTICLE II DIRECTORS

Section 1. NUMBER AND QUALIFICATION, QUORUM:

- A. The corporate powers of this Corporation shall be vested in a Board of fifteen (15) voting directors. A quorum shall consist of fifty (50) percent of the currently filled positions with at least fifty (50) percent of current student directors present for the transaction of business.
- B. The Board of Directors shall consist of:
 - (1) Eight (8) duly registered matriculated students of Sonoma State University who are elected or appointed through one of the four (4) following means:
 - (a) One student appointed in May by the President of the Associated Students Incorporated as his/her designee to serve a one (1) year term concurrently with the term of that ASI President and confirmed by a vote of a majority of the members of the Board present at a meeting at which a quorum exists. If such appointment is not made within 30 days of the start of the Fall semester, the Board may appoint the Representative through its normal appointment process.
 - (b) Upon determination of the number of student vacancies for the following year, that number of students who have responded to a general campus-wide solicitation, interviewed, and recommended by the appropriate Board of Directors committee, and approved by a vote of the Board at a meeting in which a quorum exists. In addition to putting forth nominations, the appropriate Board of Directors committee will recommend to the Board of Directors the length of term for each student member in order to create continuity or overlapping terms for student members.
 - (c) Two students who have responded to a general campus wide solicitation, interviewed and recommended by the appropriate Board of Directors committee, and approved by a majority vote of the Board of Directors at a meeting at which a quorum exists. One student will be appointed to a two (2) year position each spring.
 - (d) The remaining position will be appointed annually for a one year term in one of two ways: in the case where a student director in the final year of his/her term has been elected to fill the position of chair, he/she will automatically be reappointed; or the position will be appointed, following the procedures outlined in section (c). Student directors whose term will expire during the current year and who have served two years or less as a Director are eligible to reapply through this process.

- (2) The SSU President, Acting President, Chief Administrator-in-Charge, or equivalent position, regardless of title, or her/his designee.
- (3) The chief student affairs officer of Sonoma State University, acting chief student affairs officer, or equivalent position, regardless of title or her/his designee.
- (4) The Director or Acting Director of Campus Life at Sonoma State University, or equivalent position regardless of title, or her/his designee.
- (5) One SSU alumnus nominated by the Alumni Association Inc. and confirmed by a majority vote of the members of the SSUC Board of Directors present at a meeting at which a quorum exists.
- (6) The chief financial officer of Sonoma State University, acting chief financial officer, or equivalent position, regardless of title, or her/his designee.
- (7) One member of the SSU faculty nominated by the Academic Senate and confirmed by a majority vote of the members of the Board of Directors present at a meeting at which a quorum exists.
- (8) One member of the SSU professional staff nominated by the President of the University and confirmed by a vote of a majority of the members of the Board of Directors present at a meeting at which a quorum exists.

C. Appointment Procedures:

- (1) During the semester that the terms for the non-student, non ex officio positions (i.e. faculty, staff, and alumni/community) are due to expire, it will be the responsibility of the appropriate Board of Directors committee to identify interested candidates. The Chair of the Board will forward these names, along with a request for nomination, to the corresponding nominating entity no later than March 15 of the semester in which the term expires to insure that a nomination is forwarded to the Board in time for the annual meeting in May. The committee will interview recommended candidates and forward a recommendation to the Board.
- (2) In the event that the appropriate Board of Directors committee fails to nominate a candidate by the end of April, then the Board of Directors, by a majority vote of members present at a meeting called for that purpose, may act to fill the position in accordance with Article II, Section, sub-section B, 1.

D. The Executive Director of the Sonoma Student Union Corporation shall serve as secretary to the Board.

E. Any person who is a student or professional employee of the Corporation shall not serve as a voting Director and any voting Director who becomes an employee of the Corporation shall thereupon cease to be a voting Director. Such a vacancy shall be filled as provided in these Bylaws.

F. Of the voting directors, none but the ASI Representative may serve concurrently as a member of the governing boards of any other Sonoma State University auxiliaries. The ASI Representative is permitted to also be a member of the ASI Senate, but may not be a member of any other SSU auxiliary.

Section 2. TENURE OF OFFICE / ELIGIBILITY OF STUDENT BOARD MEMBERS:

A. The President chief student affairs officer, Director of Campus Life, chief financial officer, or equivalent positions regardless of title, shall serve as members of the Board of Directors for such time as the person occupies such office, or in the case of a designee, until the designee is removed by the above-named, whichever occurs earlier.

- B. Staff, faculty and alumni members shall be appointed to a two year term, which is renewable by a majority vote of the Board at the close of the members' terms.
- C. Student appointments to the Board of Directors will be for a term of one or two years, with a maximum of two years, and terms expiring in May. In no case shall a student member be eligible to serve more than three years on the Board.
- D. Student members shall serve a term of two (2) years commencing at the annual meeting in May, except as otherwise provided for in these Bylaws. In no case shall a student member be eligible to serve more than three years on the Board. All student members must have achieved a "C" (2.0) average in all college and university level work prior to the time of their selection to the Board. Throughout their term of membership, they shall: a) maintain at least a 2.0 cumulative average in all university work; b) be registered in 9 or more units of college level work per semester, with the exception of graduate students and seniors in their last undergraduate year who shall be required to be registered for a minimum of six units. Students who fail to maintain either the minimum units required or a 2.0 cumulative grade point average shall be deemed to have vacated their position.
- E. The Executive Director of the Sonoma Student Union Corporation shall serve ex-officio for such time as the person occupies the position, or, in the case of a designee, until such person is removed by the Executive Director, whichever occurs earlier.
- F. Non-voting memberships that may be established from time to time shall continue until such memberships are terminated by the Board when such termination is approved by majority vote of the members of the Board of Directors present at a meeting at which a quorum exists.
- G. The faculty, staff and alumni members of the Board shall be nominated in the month of April. The two (2) year term of office shall commence at the annual Board meeting in May.

Section 3. TERMINATION:

- A. Upon termination of a Director's membership on the Board of Directors as provided in these Bylaws, or by resignation or incapacity, all rights of such membership in the Corporation shall cease.
- B. In the event that a student member(s) is/are unable to complete a term of office on the Board, the unexpired portion of the term shall be filled by applicants who have responded to a general campus-wide solicitation, interviewed and recommended by the appropriate committee of the Board, and approved by a majority vote of the Board of Directors at a meeting called for that purpose at which a quorum exists. The successful candidate will serve out the remainder of the term to which they are appointed.
- C. In the event that a non-student, non ex officio member is unable to complete her/his term, the Chair of the Board shall contact the corresponding nominating entity to solicit a recommendation to fill the remainder of the unexpired term.

Section 4. REMOVAL, EXPULSION, SUSPENSION, OR TERMINATION OF BOARD MEMBERS:

- A. No member shall be removed, expelled, suspended or terminated except in accordance with the procedures set forth in these Bylaws.
- B. Three unexcused absences from regularly scheduled meetings per semester shall result in grounds for

removal from the Board. An excused absence must be communicated prior to the meeting.

- C. The Board chair shall give to the member 15 days prior notice of the removal, expulsion, suspension, or termination and the reasons therefore.
- D. The Board chair shall provide an opportunity for the member to be heard, orally or in writing, not less than 5 days before the effective date of removal, expulsion, suspension, or termination by the Chair of the Board.
- E. All notices under this procedure shall be given by 1st class mail or sonoma.edu e-mail sent to the last address of the member shown on the Corporation's records.
- F. When, in the judgment of a majority of the Board, a Director is not fully functioning as demonstrated by lack of attendance at meetings, non-completion of assignments, lack of participation on committees and the other duties of a Director, that Director may be censured or removed from his/her position by a two-thirds (2/3) vote of the total Board.

Section 5. PLACE OF MEETING: Official Board meetings at which business is transacted shall be held on the campus of Sonoma State University.

Section 6. ANNUAL AND REGULAR MEETINGS: The Annual Meeting of the Directors shall be held in May of each year. There shall be, in addition, regular Board meetings conducted at least four times each fall and spring semester and at such times and dates as shall be determined by the Chair of the Board.

Section 7. SPECIAL MEETINGS: In collaboration with the Executive Director, special meetings of the Board may be called at any time by one of the following:

- A. Chair of the Board
- B. Vice Chair of the Board
- C. Any member of the Executive Committee of the Board of Directors
- D. The Executive Director of the Sonoma Student Union Corporation

Section 8. NOTICE OF MEETING: Notice of meetings for the Board and Executive Committee shall be given to any person who requests such notice in writing. Notice shall be given at least one (1) week in advance of the meeting, and shall include the agenda for the meeting. Emergency meetings may be held with less than one (1) week's notice when such meetings are necessary to discuss unforeseen emergency conditions. The agenda need not include a list of any witnesses expected to appear at the meeting. Notice of meetings shall be announced via electronic communication and posted on the Board of Directors web site. If a board member gives no address, notice is duly given if sent by electronic mail to the address last provided by the Board member. All meetings of the Board of Directors shall be open and public and all persons shall be permitted to attend any meeting of the Board of Directors except for periods when the Board or its Executive Committee may adjourn to Executive Session.

Section 9. ADJOURNED MEETINGS: Any meeting of the Board of Directors, whether annual, regular or special, may be adjourned from day to day or from time to time until its business is completed upon a majority vote of the Directors present. In absence of a quorum, no business other than adjournments from time to time may be transacted at any meeting of the Board of Directors.

Section 10. NOTICE OF ADJOURNED MEETINGS: When a meeting is adjourned for more than 24 hours to another time or place, the directors who were not present at the time of the adjournment shall be notified. Notice of the adjourned meeting shall be given as in Section 8 herein.

Section 11. CONSENT TO BOARD MEMBER MEETINGS: The transactions of any meetings of the Board

of Directors, however called and noticed, are valid as though they had been at a meeting duly held after regular call and notice, if a quorum is present or if before or after the meeting each of the persons entitled to vote, not present in person, signs a written waiver of notice or a consent of a holding of the meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the Corporation records or made a part of the minutes of the meeting. Any meeting is valid wherever held, if held by the written consent of all persons entitled to vote thereat, given either before or after the meeting, and filed with the Executive Secretary of the Corporation.

Section 12. VOTING RIGHTS:

- A. Each qualified voting Director shall have one (1) vote which said vote may not be cast by proxy.
- B. The presiding officer at any meeting of the Board shall not vote except as necessary to break a tie vote, except as otherwise provided.
- C. A Straw vote may be called for at any meeting of the Board of Directors to solicit the Board's view on an issue or to take other informal action, (i.e. extending invitations to meetings, votes of confidence etc.) not normally appearing on the agenda for that meeting. When straw votes are taken all members of the Board of Directors present shall be able to cast a vote on the issue.

Section 13. POWERS OF DIRECTORS: Except as otherwise provided in the Bylaws, the powers of this Corporation shall be exercised, its property controlled, and its affairs conducted, by the Board of Directors.

Section 14. ACTION WITHOUT MEETING: The Board may take action without meeting subject to the limitations herein specified. Prior notice of such action must occur and all Board members either individually or collectively must agree to take action without a meeting. Such written consent(s) shall be filed with the minutes of the proceedings of the Board. Action without a meeting shall be limited to the following:

- A. Items that will not exceed the budget authority created by the Board.
- B. Items that do not authorize new Corporate programs or Corporate policy unless such items have been previously authorized by the Board and additional Board action is necessary to implement said items.
- C. When eight (8) affirmative votes on any such action have been received at the office of the Corporation, such vote shall represent full Board authority to implement such action, provided that at least two (2) of the recorded votes are registered by the Student Directors.

Section 15. DESIGNEES:

- A. The designees as provided for in these Bylaws shall have the same term of office as his or her designator.
- B. Designees shall be selected by the appropriate administrator, and may be removed in the same manner as non-designated directors as provided for in these Bylaws.
- C. Meetings at which designee-directors are present shall be called, noticed, and held in the same manner as voting directors as provided for in these Bylaws.
- D. Designees must be present at a meeting in order to vote and may not vote by proxy.

ARTICLE III OFFICERS

Section 1. SELECTION: The officers of the Board of Directors shall be:
Chair

Vice Chair
Treasurer
Executive Secretary

The Chair, Vice Chair, and Treasurer shall be elected by the Board. The elections will be held at the annual meeting in May. All officers shall be drawn from the Board membership. To be eligible for the position of Chair or Vice Chair a Board member must have been a member of the Board for a minimum of six months. The position of Vice Chair and Treasurer shall be filled by student members of the Board. The Executive Secretary shall be the Executive Director. An eligible student member shall assume the position of Chair unless there is no eligible and willing student, then the position shall be opened to the general Board membership.

Section 2. CHAIR: The Chair, or in his/her absence, the Vice Chair, or in the absence of both, a Director of the Board appointed by the Board shall:

- A. Preside over all meetings of the Board of Directors, and assist the Executive Director in developing the agendas for all Board meetings.
- B. Sign all contracts or other legal instruments implementing projects policies and programs, which have first been approved by the Board of Directors, unless delegated by the Board to the Executive Director.
- C. Call meetings of the Directors subject to the provisions of Article II, section 8 together whenever she/he deems it necessary and shall, subject to the control of the Directors, give direction to the affairs of the Board and shall discharge such other duties as may be required of her or him by the Board of Directors or these Bylaws.

Section 3. VICE CHAIR: The Vice Chair shall:

- A. Preside at meetings of the Board of Directors in the absence of the Chair.
- B. Chairs the committee responsible for planning and membership.
- C. Perform such other duties as may be prescribed for her or him by the Board or its Chair.

Section 4. EXECUTIVE SECRETARY: The Executive Secretary shall keep a full and complete record of the proceedings of the Board of Directors, shall keep the seal of the Corporation and affix it to such papers and instruments as may be required in the regular course of business, shall make service of such notices as may be necessary or proper, shall supervise the keeping of the records of the Corporation, and shall discharge the keeping of the records of the Corporation, and shall discharge such other duties of the office as prescribed by the Board of Directors.

Section 5. TREASURER: The Treasurer, who chairs the committee responsible for financial affairs, shall be advised of regularly and report on the collection, deposit and expenditure of all funds of the Corporation.

ARTICLE IV EXECUTIVE COMMITTEE

Section 1. MEMBERSHIP: The Executive Committee shall consist of the officers of the Corporation, two (2) student members of the Board of Directors to be appointed by the Board; as well as the SSU President, and the SSU chief financial officer or their Board of Directors designees. The Board of Directors shall have the authority to delegate to the Executive Committee any of the powers and authority of the Board in the control and management of the business and affairs of this corporation except as noted herein.

EXCEPT: Said Executive Committee shall not have the power or authority to make any gifts of corporate

property in excess of two hundred fifty dollars, (\$250), without approval of a two-thirds (2/3) vote of the board members of the corporation.

EXCEPT: The authority to make and enter into contracts and agreements on behalf of this corporation except when specific authority for a single contract or agreement, specified by title, is delegated to the Executive Committee.

EXCEPT: The Executive Committee shall not have the power or authority to amend or repeal these Bylaws or adopt new Bylaws.

Section 2. QUORUM: Five (5) directors who are members of the Executive Committee constitute a quorum for the Executive Committee provided, however, that two (2) of the members of the Executive Committee present shall be students.

ARTICLE V AMENDMENT OF BYLAWS

These Bylaws may be amended or repealed and new Bylaws adopted at any regularly scheduled meeting of the Board of Directors by the affirmative vote of a simple two-thirds (2/3) majority of those directors present and voting, provided that the amendment has been submitted in writing at the previous regularly scheduled meeting of the Board. All amendments of the by-laws are subject to confirmation by the President of the University.

ARTICLE VI STUDENT UNION FEES

Section 1. Student Union fees shall be used only for planning, construction and operating costs of the Corporation facilities, programs, personnel, and services.

Section 2. Upon dissolution of the Sonoma Student Union Corporation, net assets, other than trust funds, shall be distributed to a successor approved by the president of Sonoma State University and the Board of trustees of the California State University.

ARTICLE VII COMMITTEES

Section 1. The Board shall have the power to create permanent and/or ad hoc committees to implement the provisions of these Bylaws. The Board may by resolution adopted by a majority of the Board of Directors then in office, provided that a quorum is present, create one or more committees, each consisting of two (2) or more Directors, to serve at the pleasure of the Board.

Section 2. The Chairs of the committees shall be responsible to submit to the Board guidelines for the governance of their committees.

Section 3. The Board may appoint one or more Directors as alternate members of any committee, who may replace any absent member at any meeting of the committee.

Section 4. In general the role of a committee is to develop recommendations for the Board. Committees shall have the authority to take action on behalf of the Board under the following circumstances:

- A. The committee has been delegated explicit authority by the Board to take such action.
- B. Public Notice of a committee meeting in which action is to be taken has been posted at least seven days in advance of such meeting.
- C. A two-thirds majority of the voting committee must be in attendance at meeting in which action is to be taken.

- D. The authority that is being delegated to the committee by the Board must in no way conflict with Article VIII, Section 5 of the Sonoma Student Union By-Laws.

Section 5. The Board shall not delegate to any committee any of the following powers:

- A. The filling of vacancies on the Board.
- B. The amendment or repeal of any resolution of the Board.
- C. The appointment of committees and /or ad-hoc committees of the Board or the members thereof.

ARTICLE VIII CONFLICT OF INTEREST

Section 1. EXCEPTION TO FINANCIAL INTEREST PROHIBITION: (California Education Codes 89906, 89907, 89908, and 89909). No contract or other transaction entered into by the governing board of an auxiliary organization is void under the provisions of Section 89906: "No member of the governing board of an auxiliary organization shall be financially interested in any contract or other transaction entered into by the board of which he is a member, and contract or transaction entered into in violation of this section is void." No member of the governing board thereafter authorizes, approves, or ratifies the contract or other transaction entered into in violation of this section is void, nor shall any member of such board be disqualified or deemed guilty of misconduct in office under said provision; if the circumstances specified in the following subdivisions exist:

- A. The fact of such financial interest is disclosed or known to the governing board and noted in the minutes and the governing board thereafter authorizes, approves, or ratifies the contract or transaction in good faith by a vote of such financially interested member or members, and
- B. The contract or transaction is just and reasonable as to the auxiliary organization at the time it is authorized or approved.

Section 2. OTHER PROHIBITED FINANCIAL INTERESTS: (Education Code 89908). The provisions of Section 89907 shall not be applicable if the circumstances specified in any of the following subdivisions exist.

- A. The contract or transaction is between an auxiliary organization and a member of the governing board of that auxiliary organization.
- B. The contract or transaction is between an auxiliary organization and a partnership or unincorporated association of which any member of the governing board of that auxiliary organization is a partner or in which he is the owner or holder, directly or indirectly, of a proprietorship interest.
- C. The contract or transaction is between an auxiliary organization and a corporation in which any member of the governing board of that auxiliary organization is the owner or holder, directly or indirectly, of 5 percent or more of the outstanding common stock.
- D. A member of the governing board of an auxiliary organization is interested in a contract or transaction within the meaning of Section 89906, and without first disclosing such interest to the governing board at a public meeting of the board, influences or attempts to influence another member or members of the board to enter into the contract or transaction.

ARTICLE IX DELEGATION OF AUTHORITY

Section 1. The Executive Director of the Sonoma Student Union Corporation shall be appointed by the President of Sonoma State University upon the recommendation of the Board of Directors and the SSU chief financial officer. The Executive Director is administratively responsible to the SSU chief financial officer, or her or his designee, for all services, programs, and fiscal matters pertaining to the operation of the Sonoma Student Union Corporation. The Executive Director has the responsibility of implementing policies and procedures established by the Board of Directors.

Section 2. Policies passed by the Board of Directors are subject to approval by the University President. The President shall either approve policies or return them to the Board as soon as feasible for alternative action.