

BOARD OF DIRECTORS CODE

I. NAME

This document shall be called the Board of Directors (BOD) Code.

II. AUTHORITY

This code is established under the authority given in Article VIII of the Restated Bylaws of the Associated Students (AS) of California State University, Chico (CSUC).

III. PURPOSE

The BOD is the governing body of the AS, CSUC. The purpose of this code is to state the means by which the BOD will operate.

IV. DATE OF EFFECTIVENESS

This code shall be effective upon approval of the BOD.

V. AMENDMENTS

This code may be amended by a 2/3 vote of the BOD.

VI. MEMBERSHIP

A. Voting Membership: Nine (9)

1. Six (6) Students
 - a) President.
 - b) Executive Vice President.
 - c) Director of Social Justice and Equity.
 - d) Director of University Affairs.
 - e) Vice President of Facilities and Services.
 - f) Vice President of Business and Finance.
2. Three (3) non-students:
 - a) University Vice President for Business and Finance.
 - b) University Vice President for Student Affairs.
 - c) Staff or tenured faculty member.

VII. OFFICERS

A. Chair

1. Shall be the AS President.
2. Shall be a voting member of the Board.
3. Shall preside over all regularly scheduled and special BOD meetings.

B. Secretary

1. Shall be the Executive Vice President.
2. Shall take the place of the Chair in their absence or when required by Robert's Rules of Order, Newly Revised.
3. Shall aid the Chair in performing their duties.
4. The secretary shall delegate the responsibility of recording minutes of all meetings.

C. Chief Financial Officer

1. Shall be the Vice President of Business and Finance.

2. Shall be the Treasurer for the Corporation and shall assume all duties, powers and responsibilities of the President and Chair in the absence of the President and Chair, and of the Secretary.

VIII. MEETING PROCEDURES

- A. The BOD is to meet at least once each month during the academic year.
- B. The Chair shall set aside and publish a regular meeting time and location at the beginning of each academic year.
- C. Meetings shall occur on Wednesdays at 2:30 p.m. – 4 p.m. Exception may be made to the meeting day and time in the event of an academic related conflict related to an officer's anticipated graduation date.
- D. BOD meetings shall be publicly announced and open, as stated in the Gloria Romero Open Meeting Act, and shall be conducted according to Robert's Rules of Order, Newly Revised.
- E. BOD may hold Closed Session in accordance with the Gloria Romero Open Meeting Act.
- F. Agenda items shall be presented to the Chair. Agendas will be distributed to each member no later than seventy-two (72) hours in advance of the meeting.
- G. A quorum shall consist of six (6) of the nine Board members.
- H. Proxies shall not be allowed.
- I. Reports from Committees of the BOD
 1. AS Committee reports shall be presented by appropriate Directors at a regularly scheduled BOD meeting.
 2. Standing Committee reports will stand approved unless overridden by a 2/3 + 1 majority of the BOD.
- J. Establishment of Executive Committees of the BOD and Reporting Procedures
 1. Executive Committees may be established pursuant to Article IX, Section 2 of the Restated Bylaws of the AS of CSUC.
 2. Reporting Procedures – When reports are presented, the BOD will approve or disapprove the same report by a majority vote.

IX. DUTIES AND RESPONSIBILITIES OF THE BOARD

The Board shall be responsible for:

- A. Approving, reviewing and allocating budgets.
- B. Reviewing monthly financial statements and making necessary comments and recommendations.
- C. Reviewing all audit findings.
- D. Selecting and monitoring the performance of, and where necessary, terminating the employment of the Executive Director who is responsible for the conduct of the auxiliary operations.
- E. Raising or lowering student body fees within the regulations set forth by CSUC and the Board of Trustees of the California State University.
- F. Establishing committees and councils, to define their duties and powers, and to provide for their organizational structure.
- G. Approving or rejecting bills, resolutions, and proposals submitted to the AS.
- H. Implementing functions established by the Restated Bylaws of the AS of CSUC.
- I. Overriding an Executive Order by a simple majority vote of the BOD and following the guidelines as set forth in the AS Executive Order Policy.
- J. Guaranteeing adherence to the Budget Process Policy.

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- K. Reviewing contracts, cash-flow, financing, accounting services, insurance policies, and reserve policies of the corporation.
- L. Serving as Personnel Committee and reviewing and approving all personnel policies.
- M. Approving the annual AS Strategic Plan.

Approved BOD: 10-13-95
Clean-up Changes: 1-23-98
Clean-up Changes: Summer 1999
Revisions Approved BOD: 9/20/17
Revisions Approved BOD: 4/24/20
Revisions Approved BOD: 12/9/20 (effective beginning the 2021-22 elected officer term)