

**RESTATED BYLAWS OF
ASSOCIATED STUDENTS OF CALIFORNIA STATE UNIVERSITY, CHICO**
A California Nonprofit Public Benefit Corporation

ARTICLE I - NAME

The name of this corporation is ASSOCIATED STUDENTS OF CALIFORNIA STATE UNIVERSITY, CHICO (the "AS").

ARTICLE II - OFFICES

Section 1. Principal Office. The principal office for the transaction of the business of the corporation (the "principal office") is located in Bell Memorial Union, Room 218, California State University, Chico, Butte County, California. The directors may change the principal office from one location to another. Any change of location shall be noted by the secretary on these bylaws opposite this section, or this section may be amended to state the new location.

ARTICLE III - OBJECTIVES AND PURPOSES

The objectives of this corporation shall be:

- a. To provide for student self government;
- b. To provide essential activities closely related to but not normally included as part of the regular instructional programs of the California State University, Chico ("CSUC") campus;
- c. To promote the educational effectiveness, academic excellence and general welfare of the CSUC campus;
- d. To provide the fiscal means and the management procedures that allow the campus to carry on activities providing those instructional and service aids not normally furnished by the state budget;
- e. To provide effective operation and to eliminate the undue difficulty which would otherwise arise under the usual governmental budgetary, purchasing, and other fiscal controls;
- f. To provide fiscal procedures and management systems that allow effective coordination of the auxiliary activities of the CSUC campus in accordance with sound business practices;

- g. To do all other things permitted of a student body organization and a campus auxiliary organization pursuant to California Education Code sections 89300 et seq. and 89900 et seq. and Title 5 of the California Administrative Code, commencing at section 42400; and
- h. To have and exercise all rights and powers conferred on nonprofit public benefit corporations under the laws of California.

ARTICLE IV - NONPARTISAN ACTIVITIES

This corporation is organized and operated exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

ARTICLE V - DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any director, officer, or member thereof or to the benefit of any private person. Upon the dissolution and winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, other than trust funds, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes, which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code, and which has been approved by the president of California State University, Chico and by the Chancellor of the California State University.

ARTICLE VI - MEMBERSHIP

Section 1. Qualifications and Rights. There shall be one class of membership in this corporation, which shall consist of all students who are classified by CSUC as regularly enrolled. Each member shall have the right to vote, as set forth in these bylaws, on the election of directors, on the disposition of all or substantially all of the corporation's assets, on any merger and its terms, and on any amendment of these bylaws which would materially and adversely affect the rights of the

members as to voting, and on any election to dissolve the corporation. In addition, each member shall have and be entitled to exercise fully all rights and privileges of members of nonprofit public benefit corporations under California law.

Section 2. Transfer of Membership. Membership in the corporation is not transferable or assignable. Membership shall cease on the member ceasing to be regularly enrolled as a student at CSUC.

ARTICLE VII - MEETINGS OF MEMBERS

Meetings of the membership, a quorum thereof, notice thereof, and voting thereat shall be conducted and given in compliance with Chapter 5 of the California Nonprofit Public Benefit Corporation Law commencing at Corporations Code section 5510.

ARTICLE VIII - DIRECTORS

Section 1. Powers. Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and any limitations in the articles of incorporation and these bylaws relating to action required to be approved by the members, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors (the "Board"). Except as otherwise expressly provided in these Bylaws, Board action shall be taken by the affirmative vote of a majority of the directors present, a quorum being present. Pursuant to Corporations Code section 5210, and in recognition of the objectives and purposes of the corporation and its being an integral part of the CSUC campus as a student body organization and as a campus auxiliary organization, the management of student government affairs, of auxiliary services including without limitation bookstore, food service and financial and accounting services, and of the student union building and the Wildcat Recreation Center shall be delegated to the committees described in Article IX, Section 1 below, provided, however, that the management of these activities and affairs shall be exercised under the ultimate direction of the board, a two-thirds plus one vote of the directors voting, a quorum being present, being required to override a decision or action by any of such committees.

Section 2. Number and Qualifications of Directors. The authorized number of directors shall be nine, six of whom shall be members of the corporation elected annually by the members of the corporation at large and three of whom shall be designated and need not be members of the corporation. Directors need not be residents of the State of California.

The six directors (the “Student Directors”) who shall be elected annually by the members shall be the AS President, Executive Vice President, Vice President of Business and Finance, Vice President of Facilities and Services, Director of University Affairs, and Director of Legislative Affairs. The AS President, Executive Vice President, Vice President of Business and Finance, and the Vice President of Facilities and Services are sometimes referred to herein collectively as the “Executives.”

(a) The Student Directors shall possess at the time they file for and/or hold office the following minimum qualifications: (1) If enrolled as undergraduate students, they must be enrolled in and earn at least nine units of credit per semester while running for and/or holding office. They must have a 2.5 cumulative GPA and maintain a 2.3 campus GPA each semester in office; (2) if enrolled as post-baccalaureate students, they must be enrolled in and earn at least six units of credit per semester, and be enrolled and making satisfactory progress in a degree program while running for and/or holding office. They must also maintain a post-baccalaureate minimum cumulative campus GPA of 3.0; (3) each shall have completed a minimum of 45 college class units but no more than 132 college class units at the time of filing, 12 of which shall have been earned at CSUC; (4) each shall have been enrolled in and shall have completed at least one semester at CSUC immediately preceding that in which they file for and/or assume office and be enrolled as a student at CSUC for the semester immediately following such completed semester at the time they file for and/or assume office of the corporation; and, (5) neither shall they be on academic or disciplinary probation at any time during any semester in which they run for or hold office. In addition, the AS Vice President of Business and Finance shall possess such additional qualifications, if any, that may be determined from time to time by the Board. These may include, but not be limited to, the successful completion of undergraduate or graduate college classes in the subject areas of business, accounting, finance, economics, and law. The additional elected officers of the corporation (the “Commissioners”) who serve on the Government Affairs Committee also shall possess all of the same qualifications of the Student Directors as listed above, including the requirement that they shall have completed and earned 12 college class units at CSUC, but they shall not be required (i) to

have completed a minimum of 45 college class units or (ii) to have been enrolled in and completed at least one semester at CSUC immediately preceding that in which they file for and/or assume office. The Student Directors and Commissioners are sometimes referred to herein collectively as the “Elected Officers.”

(b) The three designated directors (the “Designated Directors”) shall be the CSUC Vice President for Business and Finance, the CSUC Vice President for Student Affairs, and a member of the staff or of the tenured faculty of CSUC jointly selected by the Executives, on the one hand, and by the CSUC President, on the other.

Section 3. Obligations of Elected Officers. As a condition of filing for and/or holding office, all of the Elected Officers shall be required to attend the Fall and Spring orientation programs conducted by the corporation for them. An Elected Officer who fails to attend these programs without good cause may be removed as an Elected Officer of the corporation by the Board by the affirmative vote of at least two-thirds of the directors present, a quorum being present. In such event, the Board shall declare vacant their office and such vacancy shall be filled in the manner provided in Section 6 below.

As a further condition of filing for and/or holding office, all Student Directors shall be required to attend all meetings of the Board and the Commissioners shall be required to attend all meetings of the standing committee on which they serve. An Elected Officer who during the term of their office misses three meetings without good cause shall, at the meeting of the Board or Committee next following the third meeting of the Board or Committee missed by such Elected Officer, be removed as an Elected Officer of the corporation and the Board or Committee shall declare vacant their office and fill such vacancy in the manner provided in Section 6 below.

The foregoing shall in no way be construed to lessen or amend the duties of an Elected Officer as set forth herein, under rules, regulations or policies duly adopted by the Board or by a standing committee, under any contract between the corporation and an Elected Officer, or otherwise under law. The full and faithful performance of such duties by each Elected Officer shall be a continuing qualification of the office and should an Elected Officer fail or cease to perform such duties, they may be removed as an Elected Officer and their office declared vacant by the board by a two-thirds vote of the directors present, a quorum being present.

Section 4. Election and Term of Office. The Elected Officers shall be elected annually from the candidates running for such offices by the members of the corporation voting at a general election to be conducted by online ballots or, upon a member's request, by written ballot in the Spring of each year pursuant to procedures established by the Board. For a period of time not to exceed 15 days preceding their assumption of office, newly elected Elected Officers shall be obligated to attend all meetings which by reason of their office they would be obliged to attend were they office holders and to consult and work with their predecessors in office. For purposes of these bylaws, unless otherwise expressly stated to be calendar days, the word "days" shall mean instructional days, or days on which classes are being taught at CSUC. During such period, such newly elected Elected Officers shall be entitled to such compensation, if any, as the Board may determine from time to time. The term of office of the Elected Officers shall be approximately one year, commencing upon their assumption of office and continuing until their successors assume office following the general election in the Spring of the succeeding year.

Section 5. Term of Office of Designated Directors. The term of office of the Designated Directors who hold office by virtue of their being the CSUC Vice President for Business and Finance and CSUC Vice President Student Affairs shall be continuous and shall not be affected by a change or changes in the person or persons holding such position or positions. The Designated Director appointed from the staff or the tenured faculty of CSUC shall be appointed and selected in April of even-numbered years. They shall serve for two years, until their successor has been appointed and assumed office. There shall be no limit on the number of consecutive terms of office the appointed Designated Director may hold.

Section 6. Vacancies.

- a. **Events Causing Vacancy.** A vacancy or vacancies in the Board of Directors shall be deemed to exist on the occurrence of the following:
 - (1) The death, resignation or removal of any director;
 - (2) The declaration by resolution of the Board of Directors of a vacancy of the office of a director who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order of judgment of any court to have breached a duty under sections 5230 et seq. of the California Nonprofit Public Benefit Corporation Law; or,

- (3) An increase in the authorized number of directors.
- b. Resignations. Except as provided in this paragraph, any director may resign, which resignation shall be effective on giving written notice to the AS President unless the notice specifies a later time for the resignation to become effective. No director may resign if by reason of such resignation, the corporation would be left without a duly elected director or directors in charge of its affairs.
 - c. No Vacancy or Reduction of Number of Directors. No reduction of the authorized number of directors shall have the effect of removing any director before the director's term of office expires.
 - d. Filling Vacancies. A vacancy in the office of the AS President shall be filled by the AS Executive Vice President. A vacancy in the office of any other Elected Officer shall be filled by approval of the Board. Any person appointed to fill a vacancy shall possess the qualifications of the office to which they are to be appointed.

A vacancy in the directorship held by the CSUC Vice President for Business and Finance or by the CSUC Vice President for Student Affairs shall be filled by the person appointed by the CSUC President to replace such person and who holds such position, even if in an interim capacity. A vacancy in the office of the appointed Designated Director shall be filled by appointment by the joint decision of the Executives, on the one hand, and the CSUC President, on the other.

Section 7. Meetings. Meetings of the Board may be held at any place within the State of California that has been designated from time to time by the Board. In the absence of such designation, regular meetings shall be held at the principal office of the corporation. Special meetings of the Board shall be held at the place designated in the notice of the meeting or, if not stated in the notice, or if there is no notice, at the principal office of the corporation. Notwithstanding the above provisions of this Section 7, a regular or special meeting of the Board may be held at any place consented to in writing by all the Board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting.

Meetings and notices thereof shall be called, conducted and given in accordance with California Corporations Code section 5211. A majority of the directors authorized in these Bylaws shall constitute a quorum. Action of the Board other than to override a decision or action of a standing

committee or to amend these Bylaws shall require a simple majority vote of the directors voting, a quorum being present. Notwithstanding the foregoing, a meeting of the Board may be called by any one director if the purpose of such meeting is to review an Executive Order issued by the AS President, provided the call of such meeting complies with any requirements therefor that may be established from time to time by the Board.

Section 8. Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board. Such written consent or consents shall be filed with the minutes of proceedings of the Board.

Section 9. Compensation of Elected Officers. Elected Officers shall be entitled to compensation, if any, as may from time to time be determined by the Board as it in its discretion deems appropriate, a vote of two-thirds plus one of the directors present, a quorum being present, being required. In determining such amounts, the Board shall consider, among other things, the particular office, the duties thereof, the time expended therefor, the ability of the Elected Officer to otherwise be employed, and the annual financial needs of a CSUC student living off campus as determined by the CSUC Financial Aid Office. Compensation for an Elected Officer who misses without good cause the Fall or Spring orientation program conducted by the corporation for its elected officers or a meeting or meetings of the Board, committee or sub-committee on which they serve or who chronically fails or neglects to perform the duties of their office, including, without limitation, the duty of maintaining the requisite weekly office hours attendant to such office, may be withheld or reduced by the Board upon the affirmative vote of a two-thirds vote of the directors present, a quorum being present.

Section 10. Proxies. Use of voting proxies by directors shall not be permitted.

ARTICLE IX – COMMITTEES

Section 1. Standing Committees. Pursuant to these Bylaws and California Corporations Code section 5210, there shall be three standing committees of the corporation, to which the Board shall

delegate management of (i) student government affairs, (ii) auxiliary services, including without limitation bookstore services, food services and financial and accounting services, and of (iii) the student union and Wildcat Recreation Center buildings and services, provided, however, that the management of these affairs and activities shall be exercised under the ultimate direction of the Board, a two-thirds plus one vote of the directors voting, a quorum being present, being required to override a decision or action by any of such committees. Rules of governance of each standing committee shall be established by a majority vote of the members of each such committee, a quorum being present, at its first meeting after the general election in the Spring of each year at which the newly elected Student Directors and Commissioners take office. Use of voting proxies by any standing committee or sub-committee member is not allowed.

The committees, their composition, and authority shall be as follows:

a. Government Affairs Committee.

- (1) Authority. The Government Affairs Committee (“GAC”) shall have authority, subject to the ultimate direction of the Board as set forth above, over all matters involving or in any way connected with student government, including, without limitation, academic affairs, activity fees, communications, community affairs, sustainability affairs, diversity affairs, programs and organizations, and utilization of campus facilities made available to it for student government purposes by CSUC or, with respect to space within the student union building or Wildcat Recreation Center, by the Bell Memorial Union Committee as provided in Section 1.c. below.
- (2) Composition. GAC shall be comprised of not less than 12 nor more than 15 members, including at least eight (8) students and four (4) non-students, as follows:
 - (a) Student members shall include at a minimum the following:
 - (1) The AS Executive Vice President, who shall be chair of GAC and shall not be entitled to vote except in case of a tie vote;
 - (2) The AS President, Director of University Affairs, Director of Legislative Affairs, and such Commissioners elected to serve on GAC not to exceed seven, as may be determined from time to time by the Board on the recommendation of GAC. As of the date hereof, there are four Commissioners, being the Commissioners of Community Affairs, Diversity Affairs, Student Organizations and Programs, and Sustainability Affairs, each of whom shall have one vote; and,

- (3) Such other student members, not to exceed three, that GAC may appoint from time to time, all of whom shall serve in an ex-officio capacity and none of whom shall have a vote. The members appointed by GAC, if any, will be determined by GAC by a simple majority vote of its voting members, a quorum being present, and shall hold office for the term designated upon their appointment, and shall have such duties and responsibilities as shall be conferred upon them by GAC.
- (b) Non-student members, none of whom shall be entitled to vote on any matters before GAC, shall be the CSUC Vice President for Student Affairs, whose term shall be continuous, and, one representative each from the University Student Life and Leadership Office (the “SLL Representative”) and the University Academic Affairs Office (“AAO Representative”), both of whom shall be designated by the CSUC President, and a representative (the “Alumni Representative”) of CSUC designated by the CSUC Alumni Association. The SLL, AAO, and Alumni Representatives each shall be appointed in April of even-numbered years and shall serve for two years. There shall be no limit on the number of consecutive terms of office that they may hold. Vacancies in these offices shall be filled by designation of the University President or by the Alumni Association, whichever the case may be.
- (3) Election and Qualifications of Commissioners. The AS Commissioners of Community Affairs, Diversity Affairs, Student Organizations and Programs, and Sustainability Affairs shall be elected in the general election held in the Spring of each year. Pursuant to Article VIII, Section 3. above, they shall be obligated to attend such meetings and perform such duties as required by their offices for a period not to exceed 15 days immediately preceding their assumption of office. The Commissioners shall have such duties and responsibilities as shall be conferred upon them by GAC, with the approval of the Board. A vacancy in the office of a Commissioner shall be filled by the Board in the same manner as provided for Student Directors other than the AS President, as set forth in Article VIII, Section 6 above, upon the recommendation of GAC.
- (4) Sub-Committees. Sub-committees of GAC may be established from time to time by GAC. Sub-committees shall have such authority as shall be delegated to them by GAC, subject to the ultimate direction of GAC and of the Board, as set forth above. The composition of any rules and procedures for the governance of the sub-committees shall be designated by GAC.

(5) Staff Participation. Unless otherwise directed by GAC, the Director of AS Programs and Government Affairs and such other staff employed by the corporation as directed by GAC shall attend and participate in all GAC meetings.

b. Associated Students Businesses Committee.

(1) Authority. The Associated Students Businesses Committee (“ASBC”) shall have authority, subject to the ultimate direction of the Board as set forth above, over all matters involving or in any way connected with auxiliary services provided on the CSUC campus, including, without limitation, bookstore services, food services, financial and accounting services, and utilization of campus facilities made available to it for auxiliary services purposes by CSUC or, with respect to space within the student union building or Wildcat Recreation Center, by the Bell Memorial Committee as provided in subsection c. immediately below. Without limiting the foregoing, ASBC shall be responsible for the following: (1) Recommending to the Board broad policies and procedures needed for the successful operation of the auxiliary services, with a view towards both short-term and long-term objectives; (2) overseeing implementation of such policies and procedures and reviewing and recommending to the Board adjustments and the same as necessary for the successful operation of the auxiliary services; (3) consulting and counseling with management responsible for conduct of the commercial auxiliary operations; (4) recommending to the Board the selection, and, where necessary, the termination of the employment of the manager of any of the auxiliary service operations; and, (5) consulting with the Board from time to time with respect to the auxiliary services and short-term and long-term budgetary planning.

(2) Composition. ASBC shall be comprised of eight (8) members, including four students and four non-students, as follows:

(a) Student members shall be the AS Vice President of Business and Finance, who shall be chair of ASBC, a declared business or economics major at CSUC appointed by the Executives, a student appointed by GAC, and a student jointly nominated by the AS Vice Presidents of Facilities and Services and of Business and Finance and approved by the Board, who will serve on both the ASBC and the Bell Memorial Union Committee. These members will serve for a term of one year, from their election or appointment following the general election in the Spring of each year and continuing until their successors take office the next succeeding year following

general election in the Spring of that year. A vacancy in the office held by the any of above mentioned appointed members shall be filled in the manner provided in Article VIII, Section 6. above, with respect to the AS Vice President of Business and Finance, and with respect to the others by appointment in the same manner as provided above.

- (b) Non-student members shall be the CSUC Vice President for Business and Finance, or designee, two members designated by the CSUC President, whose term shall be continuous, and a faculty member or University staff, selected jointly by the Executives, on the one hand, and the CSUC President, on the other, in April of even numbered years, and shall serve for two years. These appointments shall meet certain general business qualifications as may be determined by the persons so designating such member. There shall be no limit on the number of consecutive terms of office that they may hold.
- (3) Sub-committees. Sub-committees may be established from time to time by ASBC. Sub-committees shall have such authority as shall be delegated to them by ASBC, subject to the ultimate direction of ASBC and the Board as set forth above. The composition of any rules and procedures for the governance of the sub-committees shall be designated by ASBC.
- (4) Staff Participation. Unless otherwise directed by ASBC, the Executive Director and such other staff employed by the corporation as directed by ASBC shall attend and participate in all ASBC meetings.

c. Bell Memorial Union Committee.

- (1) Authority. The Bell Memorial Union Committee (“BMUC”) shall have the authority, subject to the ultimate direction of the Board as set forth above, over all matters involving or in any way connected with the student union building and the Wildcat Recreation Center including, without limitation, utilization and allocation of space therein for, among other purposes, student government and for auxiliary services purposes upon such terms and conditions as it may determine appropriate, expansion thereof, and provisions of services thereof.
- (2) Composition. The BMUC shall be comprised of eleven (11) members, including seven students and four non-students, as follows:

- (a) Student members shall be as follows: The AS Vice President of Facilities and Services, who shall be chair of BMUC and shall not be entitled to vote except in the case of a tie ; four students designated and approved by a group consisting of the AS Vice President of Facilities and Services and the non-student members designated below excluding the SLL Representative; a student appointed by GAC, and the student also appointed to serve on ASBC as provided by Article IX, Section 1.(b)(2) above. Student members shall serve a term of one year, commencing after the general election in the Spring of each year and continuing until their successors assume office the next succeeding year following the general election in the Spring of that year. A vacancy in any of the appointive offices shall be filled by appointment in the same manner as originally appointed.
- (b) Non-student members shall be as follows: A faculty member or University staff selected jointly by the Executives, on the one hand, and by the CSUC President, on the other, who must possess such qualifications as may be determined from time to time by the Board; a representative selected by the CSUC Staff Council; an alumnus or alumna designated by the CSUC Alumni Association; and a SLL representative designated by the CSUC President, who alone among the non-student members shall be non-voting. All non-student members excepting the Staff Council representative and alumnus or alumna shall be designated and shall assume office after the general election in the Spring of even-numbered years and shall hold office for two years and until their successors have assumed office. The Staff Council representative and the alumnus or alumna shall be designated and shall assume office after the general election in the Spring of odd-numbered years and also shall serve for two year terms beginning on their designation. There shall be no limit on the number of consecutive terms of office that may be held by the non-student members of BMUC. Vacancies in these offices shall be filled as provided in Article VIII. Section 6. above, with respect to the AS Vice President of Facilities and Services and with respect to the others by appointment in the same manner as provided above.
- (3) Sub-Committees. Sub-committees of BMUC may be established from time to time by BMUC. Sub-committees shall have such authority as shall be delegated to them by BMUC, subject to the ultimate direction of the Board, as set forth above. The composition of and the rules and procedures for the governance of the sub-committees shall be as designated by BMUC.

- (4) Staff Participation. Unless otherwise directed by BMUC, the AS Executive Director and such other staff employed by the corporation as directed by BMUC shall attend and participate in all BMUC meetings.

Section 2. Other Committees. The Board may designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the Board. Any committee shall have the authority granted it by the Board, except that no committee may:

- a. Take any final action on matters which, under the Nonprofit Public Benefit Corporation Law of California, also requires the members' approval;
- b. Fill vacancies on the Board or in any committee which has the authority of the Board;
- c. Fix compensation of the directors for serving on the Board or on any committee;
- d. Amend or repeal bylaws or adopt new bylaws;
- e. Amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;
- f. Appoint any other committees of the Board or the members of these committees;
- g. Expend corporate funds to support a nominee for director;
- h. Approve any transaction (i) to which the corporation is a party and one or more directors have a material financial interest or (ii) between the corporation and one or more of its directors or between the corporation or any person in which one or more of its directors have a material financial interest; or
- i. Take any action on any matters within the authority of any of the standing committees.

Meetings and actions of committees shall be governed by and held and taken in accordance with the provisions of these Bylaws concerning meetings of directors, with such changes in the context of these Bylaws as are necessary to substitute the committee and its members for the Board and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board may adopt rules for the governance of any committee not inconsistent with the provisions of these Bylaws.

Section 3. Qualifications and Removal of Committee Members. To qualify for membership on the committee on which they serve, a committee member shall attend any orientation programs conducted by the corporation for that particular committee and (ii) all meetings of the committee and any sub-committee thereof on which they serve. A committee member who fails to attend the orientations or three meetings of the committee or of any sub-committee thereof on which they serve, or of any combination of the two, may be removed as a member of the committee and of the sub-committee and the Board shall declare vacant their office and such vacancy shall be filled in the manner provided by these Bylaws, or if no provision therefor is made herein, by appointment by the chair of the committee with the prior approval and consent of the AS President.

The foregoing shall in no way be construed to lessen or amend the duties of the committee member as set forth herein, under rules, regulations or policies duly adopted by the Board or by the committee on which they serve, under any contract between the corporation and a committee member, or otherwise under law. The full and faithful performance of such duties by each elected committee member shall be a continuing qualification of the office of the committee member and should a committee member fail or cease to perform such duties, they may be removed as a committee member and their office declared vacant by the Board by a vote of two-thirds the directors present, a quorum being present.

ARTICLE X - OFFICERS

Section 1. Officers. The officers of the corporation shall be a president and chair of the Board, who shall be the AS President, a secretary, who shall be the AS Executive Vice President, and a chief financial officer, who shall be the AS Vice President of Business and Finance.

Section 2. Subordinate Officers. The Board may appoint, and may authorize the president and chair of the Board or another officer to appoint any other officers that the business of the corporation may require, each of whom shall have the title, hold office for the period, have the authority and perform the duties specified in the Bylaws or determined from time to time by the Board.

Section 3. Removal of Officers. Subject to the rights, if any, of an officer under any contract of employment, any officer other than the president and chair of the Board, the secretary and the chief

financial officer may be removed, with or without cause, by the Board, at any regular or special meeting of the Board, or except in the case of an officer chosen by the Board, by an officer on whom such power of removal may be conferred by the Board.

Section 4. Resignation of Officers. Any officer may resign at any time by giving written notice to the AS President. Any resignation shall take effect on the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

Section 5. Vacancies in Offices. Vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these Bylaws for filling a vacancy in that office.

Section 6. Responsibilities of Officers. The responsibilities of the officers, which may be delegated by them to staff employed by the corporation, shall be as follows:

- a. **President and Chair of the Board.** The president and chair of the Board subject to the control of the Board or of any standing committee having authority over such, shall generally supervise, direct, and control the business and the officers of the corporation. They shall preside at all meetings of the members and at all meetings of the Board. They shall be the official representative of the corporation on campus, in the community, and with other schools and organizations thereof and shall appoint, where appropriate, members to posts on all AS boards, committees, councils or panels outside the direct jurisdiction of the Board or of any standing committee of the Board, unless otherwise provided in these Bylaws, which appointments shall be subject to the approval of the Board. They shall have such other powers and duties as may be prescribed by the Board or these Bylaws.
- b. **Secretary.** The secretary shall attend to the following:
 - (1) The secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board may direct, a book of minutes of all meetings and actions of directors, committees of directors, and members, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at such meetings, the number of members present or represented at members' meetings, and the proceedings of such meetings.

- (2) The secretary shall give, or cause to be given, notice of all meetings of the members and of the Board required by the Bylaws to be given. They shall have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws.
 - (3) The secretary shall be an ex-officio member to all sub-units of the Board, assist the president and the chair in all functions of that office, be responsible for the coordination of an orientation for incoming Elected Officers, and assume all duties, power and responsibilities of the president and chair in his or her absence.
- c. Chief Financial Officer. The chief financial officer shall attend to the following:
- (1) The chief financial officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any director at all reasonable times.
 - (2) The chief financial officer shall deposit or cause to be deposited all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board; shall disburse the funds of the corporation as may be ordered by the Board; shall render to the president and directors, whenever they request it, an account of all of their transactions as chief financial officer and of the financial condition of the corporation; and shall have other powers and perform such other duties as may be prescribed by the Board or the Bylaws.
 - (3) If required by the Board, the chief financial officer shall provide at the expense of the corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of their office and for restoration to the corporation of all its books, papers, vouchers, money, and other property of every kind in their possession or under their control on their death, resignation, retirement, or removal from office.
 - (4) The chief financial officer shall be the treasurer for the corporation, submit or cause to be submitted monthly financial reports for the corporation prepared in a professional manner, to the Board, 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.
- d. Executives. The Executives shall meet and confer with the AS Executive Director as often as necessary on matters involving the ordinary business and affairs of the corporation and

the implementation of Board policies and consult with the AS Executive Director to plan and prepare the agenda for all Board meetings.

**ARTICLE XI - INDEMNIFICATION OF DIRECTORS,
OFFICERS, EMPLOYEES AND OTHER AGENTS**

To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees and other persons described in section 5238(a) of the California Corporation Code, including persons formerly occupying any such positions, 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 corporation, 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.

On written request of the board by any person seeking indemnification under section 5238(b) or (c) of the California Corporations Code, the Board shall promptly determine under section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in section 5238(b) or (c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the Board shall promptly call a meeting of members. At that meeting the members shall determine under section 5238(b) or (c) has been met and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.

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 hereby shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation 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 corporation for those expenses.

The corporation 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 officers, directors, employees or agent status as such.

Nothing contained in these Bylaws shall affect any right to indemnification to which persons other than directors and officers of this corporation may be entitled by contract or otherwise.

ARTICLE XII - RECORDS AND REPORTS

Section 1. Maintenance of Corporate Records. The corporation shall keep:

- a. Adequate and correct books and records of account;
- b. Minutes in written form of the proceedings of its members, Board, and committees of the Board; and
- c. A record of its members, giving their names and addresses and the class of membership held by each.

All such reports shall be kept at the corporation's principal executive office.

Section 2. Maintenance and Inspection of Articles and Bylaws. The corporation shall keep at its principal executive office, the original or a copy of the articles and Bylaws as amended to date which shall be open to inspection by the members at all reasonable times during office hours.

Section 3. Inspection by Directors. Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations. This inspection by a director may be made in person or by an agent or attorney, and right of inspection includes the right to copy and make extracts of documents.

ARTICLE XIII - CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws.

Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term “person” includes both the corporation and a natural person.

ARTICLE XIV - AMENDMENTS TO BYLAWS

Except as provided in these Bylaws or in Section 5151, 5220, 5224, 5512, 5613, or 5616 of the California Corporations Code, these Bylaws may be amended or repealed by the Board on a two-thirds plus one vote of the directors voting, a quorum being present, unless the action would materially and adversely affect the rights of members as to voting or transfer. Where required by these Bylaws or by the foregoing sections of the California Corporations Code or where the action would materially and adversely affect the rights of members as to voting or transfer, these Bylaws may be amended or repealed only upon approval by the members.

ARTICLE XV - INITIATIVES

Section 1. Initiatives. For purposes of this article, the “Initiative” is the power of the members to propose amendments to these Bylaws and to policies or procedures of the AS and to adopt or reject them, and to recommend actions to be taken by the AS. Before resorting to the Initiative procedures set forth herein, the proponent or proponents thereof first in good faith must have petitioned the Board or the appropriate standing committee to take the action that is the subject of the proposed initiative and such petition must have been denied or rejected or action not have been taken thereon by the Board or standing committee by the time the Initiative procedures must begin pursuant hereto. To be placed on a ballot of a general or special election, a petition therefor signed by 20 percent of the members who voted in the general election of the AS conducted immediately preceding the submission of such petition must be submitted to the Executive Vice President, who shall verify the signatures thereon as then being members of the AS.

An initiative shall be placed on the ballot of the general election or special election next following submission and verification of the petition therefor or of a special election, if approved by the Board. Petitions when possible shall be on-line petitions.

Verification of the members of the corporation as defined in Article VI, Section 1 who have signed the petition will be overseen and supervised by a representative of the CSUC Student Life and Leadership Office. A random sample of the members who have signed the petition shall be verified. If such sample discloses a percentage of invalid signatures that, when applied to the total number of petition signatures would result in an insufficient number of members' signatures to qualify the petition for the ballot, all of the signatures submitted shall be verified to determine if the requisite number has been obtained for the petition to appear on the ballot.

Prior to circulation to the members of the corporation of a petition for an initiative, the language thereof shall be reviewed and revised as necessary to clearly and concisely state the intent of the initiative by a panel of three comprised of a student representing the proponent or proponents selected by them, a student member of the Board appointed by the AS President, and a person appointed by the University Vice-President of Student Affairs. Once so reviewed, the initiative, then, prior to circulation, shall be determined to be in compliance with applicable CSUC and trustee policy and local, state and federal laws by the Board in consultation with legal counsel of the corporation. The Board shall determine compliance with CSUC and trustee policy and local, state and federal laws of any such petition submitted to it within ten days of the date such petition was submitted. If the Board determines such petition not to be in compliance with applicable CSUC and trustee policy or local, state or federal law, it shall provide a detailed written statement setting forth the manner in which such petition is determined not to be in compliance. If the petition determined not to be in compliance is revised and resubmitted to the Executive Vice President of the corporation, the Board again shall determine compliance with campus and trustee policy and local and state, and federal laws, in consultation with legal counsel of the corporation, within ten days of the date such revised petition is submitted.

Section 2. Referenda. The Board may place a referendum or referenda on the ballot of any general or special election.

ARTICLE XVII - ABRIDGMENTS

No branch of the AS or any other organization subject to its jurisdiction shall adopt any policy or pass any statute or other law which directly or indirectly abridges the freedom of speech, assembly, press religion or basic right of any individual; nor shall any of the same organizations practice or

sanction the practices of any discrimination according to sex, age, race, national origin, creed, or physical disability.

These Restated Bylaws of the Associated Students of California State University, Chico were approved and adopted by the board of directors of the corporation on May 5, 2010. Revised October 3, 2011. Revised 10/28/11. Revised 4/20/12. Revised 11/26/12. Revised 11/18/14. Revised 12/9/14. Revised 2/14/20.