

**BYLAWS
OF THE
HUMBOLDT STATE UNIVERSITY CENTER
BOARD OF DIRECTORS**

ARTICLE I
Purpose and Powers

- Section 1. The corporate powers of the Humboldt State University Center (“Center”) shall be vested in the Humboldt State University Center Board of Directors (“Board”).
- Section 2. The purpose of the Center is to advance the activities essential and integral to the educational purpose of the Cal Poly Humboldt University (“University”), which is to provide the highest quality and affordable college education. Towards that purpose, the Center supports Student Union Programs, which includes the payment of ongoing personnel costs in support of Student Union Programs and post-employment benefit obligations for those employees.
- Section 3. The Board shall formulate and administer the policies for the development, financing, and operation of the Center subject to the final approval of the University President.
- Section 4. It shall further be the purpose of the Board that the net earnings of the Center will be used for the benefit of the students of the University, and that no part of the net earnings will inure to the benefit of any private individual, or to any director or officer of the Board.

ARTICLE II
Membership

- Section 1. The Center shall have no members other than the persons constituting its Board. Membership on the Board shall be as follows:
- A. Administration and Staff:
 - 1. The University President or designee
 - 2. The University Controller
 - B. Students: Three (3) ex-officio members consisting of the Associated Students’ President or designee; the Residence Hall Association President or designee, and one student appointed from the membership of the Gutszurak Student Activities Center Advisory Committee.

- C. Faculty: One (1) faculty member shall be nominated by the University Senate Appointments and Elections Committee and shall be seated on the Board by a simple majority vote. The faculty member shall hold a full-time, tenured or tenured track, University appointment. The term of office of the faculty member shall be for two (2) full years from the date of their appointment and/or until a successor appointment or reappointment is made.
- D. Non-campus Personnel: One (1) community member, currently not employed by the University, shall be nominated by the University President and shall be seated on the Board by a simple majority vote. The community member shall be drawn from the region served by the University. The term of office of the community member shall be for two (2) full years from the date of their appointment and/or until a successor appointment or reappointment is made.

- Section 2 . In the event that a non-student or ex-officio student vacancy occurs before a term of office expires, the body (e.g., University Senate Appointments and Elections Committee, Associated Students' Board of Directors, Residence Hall Association, Gutsurrak Student Activities Center Advisory Committee, or University President) that nominated the member whose vacancy is to be filled shall nominate a person to complete the term.
- Section 3 . The replacement members filling vacancies that occur during the academic year shall be seated as soon as possible.
- Section 4 . The Board shall serve without compensation and will adhere to the Center's Conflict of Interest Policy. The Board may authorize in advance the reimbursement of actual and necessary expenses incurred by individual members for performing duties as members.
- Section 5 . Each member of the Board shall have one vote, except that the Chair shall only vote in the event of a tie. No member or members shall have the power to designate a proxy.
- Section 6 . The Executive Director of the Center shall serve as the Board advisor.

ARTICLE III

Officers

- Section 1. The officers of the Board shall be a Chair, Vice Chair, and a Secretary/Treasurer. The University Controller shall serve as Secretary/Treasurer.

- Section 2. The Chair shall preside at meetings, provide notification of meetings, and carry out other duties assigned by the Bylaws or by action of the Board. The term of office shall be one (1) year.
- Section 3. The Vice Chair shall be responsible for assuming the above duties in the temporary absence of the Chair and shall have such other powers and perform such other duties as may be specified by the Board. The term of office shall be one (1) year.
- Section 4. In the event that a Chair or Vice Chair vacancy occurs before a term of office expires, the Board shall hold a special election at the next regularly scheduled meeting to fill the vacancy. The successor shall serve the un-expired portion of the term of office.
- Section 5. Election of officers shall take place during the first annual meeting of the Board, following the seating of new members. Those elected shall assume office at the meeting of which they are elected. Nominations may also be made from the floor. A simple majority of the votes cast shall determine election. (There shall be a run-off election if neither of the two candidates receiving the most votes has a clear majority.)
- Section 6. Secretary/Treasurer. The Treasurer will keep and maintain by delegation adequate and correct books and records of accounts of the Center. In the absence or inability of the Recording Secretary to perform his or her duties, the Treasurer is authorized to act in place of the Recording Secretary. The term of office shall be one (1) year.
- Section 7. A Recording Secretary is a University staff member appointed by the Executive Director that is not a member of the Board but is present to keep the minutes of all meetings of the members and see that all notices are duly given in accordance with the provisions of these bylaws.
- Section 8. Elected officers may serve as many successive one (1) year terms as the Board deems appropriate.

ARTICLE IV

Resignation and Removal

- Section 1. Any member of the Board may resign from the Board at any time by giving written notice to the Chair or Executive Director of the Center. The acceptance of such resignation shall not be necessary to make it effective. The written notice of resignation is effective upon receipt unless the notice specifies a later effective date.
- Section 2. Members of the Board may be removed for non-performance of duty by a majority vote of the membership of the Board, provided

the grievance against such member be given in writing to each member at least one (1) meeting prior to the vote.

Section 3. A Board member is allowed one (1) unexcused absence per semester. It is the Board member's responsibility to notify the Board Chair of the absence prior to the meeting. It is the responsibility of the Board Chair to notify the Board if a member exceeds the number of unexcused absences.

ARTICLE V

Meetings

Section 1. The Board shall meet at least quarterly.

Section 2. A simple majority of the total membership shall constitute a quorum. Action not otherwise provided for shall be accomplished by a simple majority vote of the quorum.

Section 3. Any member may participate and vote through the use of conference telephone, electronic video screen communication or other electronic transmission provided: all members participating in the meeting are able to hear one another; members can communicate concurrently with one another; and each member is provided the means of participating in all matters before the Board, including the capacity to propose, to interpose an objection to, a specific action to be taken by the Center.

Section 4. Notice of Meetings

A. Written notice of every Board meeting shall be given to each member of said body at least seven (7) days before each meeting and posted in a prominent, public location. Notice may be delivered personally, by mail or by e-mail to the last known physical or e-mail address of the addressee, and if mailed or e-mailed, is complete upon being sent. Written notice of any meeting shall also be given pursuant to this subsection to any person who requests such notice in writing.

B. An agenda listing the matters to be considered at each meeting shall be included in the notice for the meeting.

Section 5. Special meetings, for any purpose, may be called at any time by the Chair or Vice Chair or by any three (3) members of the Board. Notice of these meetings shall be in accordance with Article V, Section 4, Meetings.

- Section 6. The Chair or Vice Chair may call an emergency meeting of the Board with twenty-four (24) hours public notice. An emergency condition, for the purposes of this section, is any condition that if not addressed by the Board, in the Chair's or Vice Chair's opinion, may result in detriment to the Board.
- Section 7. If at least three (3) Board members, with no less than one (1) student, are available to meet during the summer, they shall act for the Board during the summer, and shall report to the Board at the next scheduled Board meeting. Notice of the time and location for summer Board meetings shall follow the guidelines established in Article V, Section 4, Meetings.
- Section 8. All meetings of the Board shall be open and public, and all persons shall be permitted to attend any meetings of the Board; provided, however, that the Board may hold closed sessions during any meeting to consider those matters that may lawfully be considered in such sessions pursuant to [Education Code Section 89923](#).
- Section 9. In matters for which no Bylaws provision exist, the parliamentary code for the Board will be guided by [Robert's Rules of Order](#), most current edition.
- Section 10. No final action may be taken on any issue or item at a meeting of the Board or one (1) of its committees without the issue or item being publicly posted for at least one (1) week, unless otherwise permitted by California statute and these Bylaws ([California Education Code § 89924](#)).
- Section 11. All new Board members must be advised of all current meeting laws applicable to the Board by the Executive Director or legal counsel during a Board Orientation Meeting.

ARTICLE VI

Finances

- Section 1. The Board shall make provisions and establish policies necessary to ensure that the Board is operated on a sound financial basis.
- Section 2. The Board shall develop and approve long-range financial plans and the operating budget for each fiscal year (July 1 through June 30) in cooperation with those responsible for the daily operation of the Board.
- Section 3. The Board shall review and approve the semi-annual financial statements. All financial records shall be audited on an annual basis, and an annual financial report shall be available for Board members

within ninety (90) days after the conclusion of each fiscal year. The audited report must contain the following information in reasonable detail:

- (a) The assets and liabilities of the Center as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities during the fiscal year;
- (c) The revenue or receipts of the Center for the fiscal year; and
- (d) The expenses or disbursements of the Center during the fiscal year.

ARTICLE VII

Humboldt State University Center Executive Director

- Section 1. The Center Executive Director ("Executive Director") shall be a California State University ("CSU") employee whose employment is controlled by CSU pursuant to the Management Personnel Plan ("MPP") and other applicable law. CSU shall evaluate and determine the compensation and working conditions of the Executive Director in accordance with the MPP and other applicable law. In the event that a new Executive Director is to be employed, the Board shall be able to provide input and participate in the hiring process conducted by CSU.
- Section 2. The Executive Director is an Officer of the Center and shall be the Center's General Manager and Chief Executive Officer responsible for managing, directing, carrying out, and supervising the day-to-day operations of the corporation and, is vested with the authority to enter into agreements on behalf of the corporation in their capacity as Executive Director. The Executive Director is required and has the right to attend every Board meeting, unless specifically excused by the Board.

ARTICLE VIII

Committee(s)

Standing Committee(s) of the Board:

- Section 1. Audit Committee
- A. The purpose shall be to report to the Board concerning:
- 1. Audit matters
 - a) Recommendations on the retention and termination of the independent auditor;

- b) Consultation with auditor to satisfy committee members that the organization's financial affairs are in order;
- c) Review of the annual independent audit report, and any other financial audits of the Center;
- d) Whether the audit(s) should be accepted;
- e) Approving the performance of any non-audit service provided by the auditing firm.

B. The composition shall be the Chair of the Board; the Secretary/Treasurer of the Board; and one (1) additional board member appointed by the Chair. The Executive Director shall be a nonvoting advisor of the Committee. The chair of the committee shall be elected by the committee's membership.

C. No member of the committee shall have a material financial interest in any entity doing business with the corporation.

D. A majority of the members of the Audit Committee shall constitute a quorum.

E. The Board shall fill all vacancies on the Audit Committee.

F. Minutes shall be kept of each meeting of the Audit Committee.

Section 2. The Board may establish by resolution a committee or committees to perform operational functions as determined necessary by the Board. Such committee or committees, and each respective member, will serve at the pleasure of the Board. No committee will have less than two (2) Board members.

Section 3. As determined necessary by a majority vote of the Board, and within the limits of the law, the Board may delegate its authority to a committee to act on the behalf of the Board, provided the committee's actions are within the scope and circumstance of its granted authority and the authority of the committee members.

Section 4. The Board will retain ultimate authority over all functions delegated to any of its committees.

ARTICLE IX

Indemnification of the Directors of the Board

Section 1. The Board will defend any member who is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the corporation) by reason of the fact that such member is or was an agent of the corporation, and will indemnify any such member against expenses, judgment, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if such member acted in good faith and in a manner such member reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, if such member had no reasonable cause to believe was unlawful.

Section 2. Insurance. The Board shall have the power to purchase and maintain insurance on behalf of any member of the Center against any liability asserted against or incurred by the member in any such capacity or arising out of the member's status as such, whether the Center would have the power to indemnify the member against such liability; provided however, that the Center shall have no power to purchase and maintain such insurance to indemnify any member for any self-dealing transaction.

ARTICLE X

Adoption and Amendment of Bylaws

Section 1. The Bylaws become effective upon adoption by a majority of the membership of the Board.

Section 2. These Bylaws may be amended at any regular meeting of the Board by a majority of the total membership of the Board, providing that the amendment has been submitted in writing at the previous regular meeting, or submitted in writing to the directors at least thirty (30) days prior to the next regular meeting of the Board.

ARTICLE XI

Dissolution

Section 1. Upon the winding up and dissolution of the corporation after paying or adequately providing for the debts, obligations, and liabilities of the corporation, all net assets, other than trust funds, shall be distributed to a successor approved by the President of the University and by the Chancellor of the CSU. Such successor shall have tax-exempt status under [Section 501\(c\)\(3\) of the Internal Revenue Code](#) of 1986 (or the corresponding provisions of any future United States internal revenue law) and under [Section 23701d of the California Revenue and Taxation Code](#), or the corresponding section of any future California revenue and tax law.

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