

**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 shall be vested in the *Humboldt State University Center, Board of Directors*.

Section 2. The purpose of the *Humboldt State University Center, Board of Directors* is to provide students of Humboldt State University with services, conveniences, and amenities requisite to the daily life of the campus. These services, conveniences, and amenities will also be provided to the campus consisting of faculty, administrators, staff and alumni, guests of the student body or campus community, as well as the general public, as long as such provisions will result in direct or indirect benefits to the students of Humboldt State University. Should conflicts arise between the aforementioned service groups, priority shall be given to students, campus community members, and the general public in descending order.

Opportunities to experience and grow in areas outside of the academic classroom are provided through organized recreational, cultural, and educational offerings; the bookstore, dining services, and other support operations and facilities. The overall purpose of the *Humboldt State University Center, Board of Directors* is the development of persons as well as intellects.

Section 3. The Board shall formulate and administer the policies for the development, financing, and operation of the University 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 will be used for the benefit of the students of Humboldt State University, and that no part of the net earnings will inure to the benefit of any private individual.

**ARTICLE II
Membership**

Section 1. Membership on the Board shall be as follows:

A. 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 Student Activities Center Advisory Committee (name to be updated once the body is fully formed).

- B. 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.
- C. The Humboldt State University Controller.
- D. One (1) community member, currently not employed by Humboldt State University, shall be nominated by the Humboldt State University President and shall be seated on the Board by a simple majority vote.

Section 2. The term of office of the faculty, and community members shall be for two (2) full years with reappointment upon recommendation of the body (University Senate Appointments and Elections Committee, or University President) that nominated the member, with approval by the Board.

Section 4. In the event that a non-student or ex-officio student vacancy occurs before a term of office expires, the body (University Senate Appointments and Elections Committee, Associated Students Board of Directors, Residence Hall Association, 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 5. The replacement members filling vacancies that occur during the academic year shall be seated as soon as possible.

Section 6. At the first meeting of Spring semester, the Chair of the Board shall request the names of Board members who will not be returning to the Board for the next academic year.

Section 7. No member or members shall have the power to designate a proxy.

Section 8. The Executive Director of the University 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 HSU Controller shall serve as Secretary/Treasurer. The term of office shall be one (1) year. The Board Chair and Vice Chair shall be elected by the Board at the September Board meeting of the academic year following the seating of all new Board members.

- 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.
- Section 3. The Vice Chair shall be responsible for assuming the above duties in the temporary absence of the Chair.
- 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 annual meeting of the Board in September, 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 and voting shall be by secret ballot. 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. The Chair and Vice Chair shall be student members of the Board.

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 corporation. 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 of Directors, provided the grievance against such member be given in writing to each member at least one meeting prior to the vote.
- Section 3. A Board member is allowed one (1) unexcused absence per semester. It is the Board members' responsibility to notify the Board Chair or the UC Administrative Coordinator of the absence prior to the meeting. It is the responsibility of the Board Chair to notify the Board if a member exceeds their number of unexcused absences.

ARTICLE V
Meetings

- Section 1. Calendar of Meetings
- A. The Executive Director shall submit to the Board a tentative meeting schedule for the academic year no later than the May Board meeting, or than the last scheduled Board meeting of the academic year. Approval must occur no later than the September Board meeting. Meeting dates and times will be as consistent as possible.
- 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 electronic transmission provided: all members participating in the meeting are able to hear one another; members can communicate concurrently with one another; and members are meant to participate in all matters before the Board.
- 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 may be called at the initiative of the Chair or upon the signed request of four (4) members of the Board. The written notice of the special meeting must contain the time, place, and reason for the meeting, and must be posted in a prominent location at least seven (7) days prior to the meeting. No other business may be considered at these meetings.
- Section 6. The Chair may call an emergency meeting of the Board with 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

opinion, may result in detriment to the Humboldt State University Center, Board of Directors.

- Section 7. If at least five (5) Board members 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, Board Bylaws.
- 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 under [Article 2](#) (commencing with § 89920) of Chapter 7 of Part 55 of the California Education Code.
- Section 9. In matters for which no Bylaws provision exist, the parliamentary code for the Board shall be [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 of its committees without the issue or item being publicly posted for at least one 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 during the Board Orientation Meeting.

ARTICLE VI

Finances

- Section 1. The Board shall make provisions and establish policies necessary to ensure that the Humboldt State University Center 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 in cooperation with those responsible for the daily operation of the Humboldt State University Center.
- Any consideration of an adjustment in the mandatory University Center student body fee shall follow CSU and HSU campus policy and procedures.
- 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.

ARTICLE VII

Humboldt State University Center Executive Director

- Section 1. The Executive Director is a CSU employee whose employment is controlled by CSU pursuant to the Management Personnel Plan ("MPP") and other applicable law. The Executive Director is an Officer of the corporation and shall be the corporation's General Manager and Chief Executive Officer responsible for managing, directing, 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. 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 UC Board shall be able to provide input and participate in the hiring process conducted by CSU.

ARTICLE VIII

Committee(s)

- Section 1. Standing Committee(s) of the Board:
- A. Audit Committee
1. The purpose shall be to report to the Board concerning:
 - a. Audit matters
 - 1) Recommendations on the engagement (or disengagement) of independent auditing firms;
 - 2) Consultation with auditor to satisfy committee members that the organization's financial affairs are in order;
 - 3) Review of the annual independent audit report, and any other financial audits of the University Center;
 - 4) Whether the audit(s) should be accepted;
 - 5) Approving the performance of any non-audit

service provided by the auditing firm.

2. The composition shall be the Chair of the Board of Directors; the Vice Chair of the Board of Directors; the Secretary/Treasurer of the Board of Directors; and one (1) faculty member. The Executive Director shall be a non-voting advisor of the Committee. The chair of the committee shall be elected by the committee's membership.
3. No member of the committee shall have a material financial interest in any entity doing business with the corporation.

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 Board members.

Section 3. As determined necessary by a majority vote of the Board of Directors, 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 of Directors will retain ultimate authority over all functions delegated to any of its committees.

ARTICLE IX

Indemnification of the Directors of the Humboldt State University Center

Section 1. The *Humboldt State University Center, Board of Directors* 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.

ARTICLE X

Adoption and Amendment of Bylaws

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

membership of the Board of Directors.

Section 2. These Bylaws may be repealed, altered, or amended by written presentation at one regular meeting and voted approval at the next following regular meeting of the Board of Directors by a majority of the membership of the Board of Directors.

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 Humboldt State University, and by the Chancellor of the California State University. 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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