

**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. Seven (7) students: four (4) shall be ex-officio members consisting of the Associated Students President; the Associated Students Student Affairs Vice President; the Residence Hall Association President or designee, and one other student appointed by the Residence Hall Association; and three students-at-large elected from the student body and seated by the Board. Eligibility requirements for student Board members are prescribed by the CSU policy. The eligibility requirements for the University Center Board of Directors will be consistent with the CSU policy.

The three (3) student members, other than the ex-officio members, shall gain their seats by the following procedure:

1. The three (3) student members, other than the ex-officio members, will be elected from the student body during the Associated Students (AS) General Election held in April.
2. As stated in Article VIII, Section 1F, the Student Election Committee shall coordinate the election process. The Chair of the Student Election Committee will make information packets available to the candidates containing at minimum: a copy of the University Center Bylaws, a petition of candidacy, a copy of "Executive Memorandum P13-01, Minimum Academic Qualifications for Student Office Holders" dated January 2013, or the most current version, and existing publicity regulations. The Chair is responsible for submitting candidates' materials to the AS Elections Commission immediately following the AS filing deadline for inclusion in the Voters Guide and on the AS Ballot. The Chair shall immediately hear all infractions, quarrels, disputes, and disagreements involving University Center campaigns and elections and refer them as deemed necessary to the Student Election Committee for a ruling.
3. Students interested in being elected to a position on the Board will complete an election packet and a candidate's statement that will be printed in the Voters Guide. A part of the election packet will include a petition of candidacy that will be signed by no less than 25 members of the student body. The completed election packets shall be submitted to

the Student Election Committee via the Executive Director's Office no less than fourteen (14) calendar days and not more than forty-two (42) calendar days prior to the regular AS election. At the time of submitting the completed election packet, the Candidate shall also file a signed statement indicating the candidate's understanding of the Bylaws and other election materials of the Humboldt State University Center. The Student Election Committee has three (3) school days to rule on the eligibility of a candidate after filing.

4. The candidates shall attend a mandatory orientation meeting with the Student Election Committee. The intent of the meeting is to explain the purpose of the Board, review election materials and have the candidate's photo taken for the Voters Guide. It will be emphasized that Board memberships are not AS positions.
5. Each candidate is restricted to a maximum dollar amount of \$50 on all expenditures for campaign materials (including ads in the Lumberjack). The receipts for campaign expenditures are due in the Executive Director's Office no later than one week after the elections have concluded. Failure to turn in campaign expenditure receipts could lead to disqualification from the UC Board.
6. The candidates will have the option to submit a video or written response to questions provided by HSU students and the Student Election Committee.
7. AS elections will be held. The University Center shall use a Plurality based system to elect student-at-large candidates. The candidates with the two highest votes for the 1-year terms will be named to the Board as student-at-large members. The candidate running for a 1-year term with the third highest votes will be named the 1-year term alternate.

The candidate with the highest number of votes for the 2-year term will be named to the Board as the third student-at-large member. The candidate running for a 2-year term with the second highest number of votes will be named the 2-year term alternate.

8. The Board shall seat all newly elected students, including ex-officio members, by a simple majority vote at the end of the May Board meeting, provided the AS elections have been certified.

- B. Three (3) faculty members 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 President or designee.
- D. The Humboldt State University Controller.
- E. 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.
- F. One (1) Alumni representative, currently not employed by Humboldt State University, shall be nominated by the HSU Office of Alumni & Engagement, and shall be seated on the Board by a simple majority vote.

Section 2. The term of office for two (2) elected (non ex-officio) student members shall be one year. The term of office for the third elected (non ex-officio) student member shall be two (2) years. At the completion of the election packet it is the responsibility of the candidate to specify which term he/she is running for.

Section 3. The term of office of the faculty, community, and alumni members shall be for two (2) full years with reappointment upon recommendation of the body (Office of Alumni & Engagement, 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 (Office of Alumni & Engagement, University Senate Appointments and Elections Committee, Associated Students Board of Directors, Residence Hall Association, or University President) that nominated the member whose vacancy is to be filled shall nominate a person to complete the term. Should a student 1-year term member (other than ex-officio member) leave the Board during the Board year (September to September), the Chair of the Board shall nominate the student 1-year term alternate to fill the vacancy. Should a student 2-year term member leave the Board during the first Board year of a 2-year term, the Chair of the Board shall nominate the student 2-year term alternate to fill the vacancy. Should a student 2-year term member leave the Board during the second Board year of a 2-year term, the Chair of the Board shall nominate the current student 1-year term alternate to fill the vacancy. If there is no alternate, the Chair will

nominate a student-at-large to fill the vacancy after the position has been advertised for two weeks. The nominee shall be seated on the Board by a simple majority vote and will complete the term of the elected student-at-large member vacancy.

- 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 (February), 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 Executive Committee shall nominate a Board member to fill the vacant officer's position. 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. 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 3A, 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 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
Committees

Section 1. Standing Committees of the Board:

A. Executive Committee

1. The purpose shall be to make recommendations to the Board concerning:
 - a. Policy matters
 - 1) Interpretation of and adherence to the corporate Bylaws.
 - 2) Periodically review these Bylaws and recommend appropriate changes.
 - 3) Review long range auxiliary planning.
 - b. Personnel matters
 - 1) When referred by the Board, develop and/or review personnel policy.
 - 2) Responsible for Board input during the performance review of the Executive Director.
 - 3) Other personnel matters when referred by the Board.
 - 4) Responsible to nominate new officers to fill Board vacancies.
 - c. Other Matters
 - 1) The Board may delegate responsibilities to the Executive Committee (closures, academic recesses, etc.), in order to carry out the ongoing business of the auxiliary. Meetings of the Executive Committee may be called for any

purpose by any member of the Executive Committee when acting in the capacity of or on behalf of the Board, and shall be conducted in accordance with the provisions of Article 9 (commencing with Section 11120 of Chapter 1 of Part 1 of Division 3 of Title 2 of the Government Code).

2. The composition shall be the Chair of the Board, who shall serve as the Chair of the Executive Committee; the Vice Chair of the Board of Directors; the Secretary/Treasurer of the Board of Directors; the Chair of the Programs & Facilities Advisory Committee; the Chair of the Business Enterprise Committee; and two (2) Board members, at least one of which shall be a faculty member, appointed by the Chair of the Board of Directors. The Executive Director shall be a non-voting advisor of the Committee.

The Executive Committee shall not have more than three (3) or less than two (2) students; likewise, there shall be no more than three (3) or less than two (2) non-students on the Committee.

B. 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 members of the Executive Committee, except the Executive Director of the University Center. In addition, members of the Finance Committee cannot compose half or more of the Audit Committee. The chair shall be elected by the committee's membership, but cannot be the Chair of the Finance Committee.
3. No member of the committee shall have a material financial interest in any entity doing business with the corporation.

C. Finance Committee

1. The purpose shall be to make recommendations to the Board concerning:
 - a. Fiscal matters
 - 1) Liaison between the Board and those charged with the daily financial operation of the auxiliary.
 - 2) To promote sound financial practices through development and/or review of the following:
 - a) Annual audit report, including the management letter;
 - b) Agreements, contracts, and understandings having major financial ramifications;
 - c) Annual budget for presentation to the Board;
 - d) Mid-year financial statements.
 - b. Policy matters
 - 1) Develop, recommend, and/or review financial policy issues referred to committee;
 - 2) Review reserve and investment policies.
2. The composition shall be the Secretary/Treasurer of the Board of Directors, who shall serve as Chair of the Finance Committee; two (2) student Board members appointed by the Chair of the Board of Directors; and two (2) non-student Board members, one (1) of which shall be a faculty member, both appointed by the Chair of the Board of Directors.

D. Business Enterprise Committee

1. The purpose shall be to make recommendations to the Board concerning:
 - a. The review of commercial services for the campus, including but not limited to Dining Services, vending, and the Bookstore.
 - b. Other business activities as approved by the UC Board of Directors.
 - c. Commercial facility planning and special projects.
2. The Composition shall be the Vice Chair of the Board of Directors, who shall serve as Chair of the Business Enterprise Committee; one (1) student Board member, appointed by the Chair of the Board of Directors; two (2) non-student Board members, at least one (1) of which shall be a faculty member, both appointed by the Chair of the Board of Directors. Ex-officio members shall be the Residence Hall Association President, or designee, and the HSU Vice President of Administrative Affairs.

E. Programs & Facilities Advisory Committee

1. The purpose shall be to make recommendations to the Board concerning:
 - a. Program matters
 - 1) Reviewing the programs and activities of Center Activities and CenterArts to ensure they are meeting the needs of HSU students and the greater University community.
 - 2) Evaluate and recommend priorities for additional program opportunities.
 - 3) Review general long-range goals and recommend policy and/or direction to the UC Board concerning program matters.
 - b. Facilities matters

- 1) Develop recommendations for the UC Board concerning long-range facility planning.
 - 2) Review facility related issues, conflicts or special projects.
2. The composition shall be three (3) student Board members appointed by the Chair of the Board of Directors and two (2) non-student Board members, at least one (1) of which shall be a faculty member, both appointed by the Chair of the Board of Directors. An Ex-officio member shall be the HSU Vice President for Student Affairs, or designee. The Chair of the Programs & Facilities Advisory Committee shall be a student elected by the committee's membership and will serve as a member of the Executive Committee.

F. Student Election Committee

1. The purpose shall be to meet each March to oversee the election process in filling student-at-large vacancies for the upcoming Board year (September to September).
2. The committee shall be composed of the Chair of the Board; the AS President (or his/her designee); and two (2) student Board members appointed by the Chair of the Board. In the event that the AS President cannot attend the Student Election Committee meetings and does not appoint a replacement (designee), the Board Chair shall appoint one (1) other student Board member or a student-at-large currently serving on any of the University Center Board of Directors' standing committees.

The Board Chair shall serve as Chair of the Student Election Committee, unless the Board Chair is seeking another term on the Board; in which case, the Board Chair cannot serve on the Student Election Committee and another student member of the Board shall be appointed by the Board of Directors to Chair the 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 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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