

**STUDENT UNION, INC.
SAN JOSÉ STATE UNIVERSITY**

**Revised October 26, 2004
BYLAWS OF**

**THE STUDENT UNION
OF**

SAN JOSÉ STATE UNIVERSITY

**ARTICLE I
Name**

The name of this corporation shall be the Student Union of San José State University.

**ARTICLE II
Purpose**

The purpose of the Student Union of San José State University is to contribute to the social, cultural, recreational and educational development of students, faculty, staff, alumni and the community through programs and services conducted primarily within the Student Union.

**ARTICLE III
Membership**

This corporation shall have no members other than the persons constituting its Board of Directors. The Board of Directors shall, under any statute or rule of law, be the members of this corporation and shall have all the rights and powers members would otherwise have.

**ARTICLE IV
Board of Directors**

Section 1. Number of Directors. The Board of Directors shall consist of eleven (11) voting members until changed by amendment to these Bylaws as hereinafter provided.

Section 2. Powers of Directors. Subject to the provision of the California Nonprofit Corporation Law and any limitations in the Articles of Incorporation and these Bylaws, the business and affairs of this corporation shall be managed, and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board of Directors may delegate the performance of any duties or the exercise of any powers to such officers or agents as may from time to time by resolution be designated.

Section 3. Membership Distribution. The distribution of the membership of the Board of Directors shall be as follows:

- (a) Ex-Officio Directors. The ex-officio voting Directors shall be the Vice-President of Administration, the Vice-President of Student Affairs, and the President of the Associated Students, or their designees. The designee of the President of the Associated Students shall be another elected officer of the Associated Students.
- (b) Faculty Directors. The Faculty Directors shall consist of two (2) teaching faculty members. The term of office of the Faculty Directors shall be for two (2) years commencing on July 1 and terminating on June 30 two years later. Terms of faculty directors shall be staggered. If a faculty director vacancy occurs before the end of the director's term, his or her replacement shall only serve the remainder of the term. Faculty directors may serve more than one term. One (1) of the two (2) faculty members shall be appointed by the President. For the remaining one (1) faculty member, the Personnel Committee will solicit nominations from the campus community, and may enlist various organizations such as the Academic Senate to generate nominations. Candidates will meet with the Personnel Committee, which will approve a list of at least two names. Those names shall be forwarded to the President, who shall make the final decision. If the President rejects all names submitted, the Personnel Committee shall compile a new list of names.
- (c) Non-University Director. The Non-University Director shall be from the general population residing in the area served by the University, and shall be appointed by the President of the University. The term of office of the Non-University Director shall be two (2) years commencing on July 1 of even years and terminating on June 30 of the next even year. The Non-University Director may serve more than one term.
- (d) Student Directors. The Student Directors shall consist of five (5) student directors. The term of office of the student directors shall be for two (2) years commencing on July 1 and terminating June 30 or if the student is disqualified, graduates, or no longer remains a student in good standing. Terms of student directors shall be staggered if a student director vacancy occurs before the end of the director's term, his or her replacement shall only serve the remainder of the term. Student directors may serve more than one term. For the five (5) Student Director positions, the Personnel Committee will solicit nominations from the campus community. The Personnel Committee may enlist various organizations to generate nominations, including but not limited to Associated Students, the Academic Senate, the Panhellenic and Interfraternity Councils, the Student Life Center, the Inter-Residence Hall Association, and the International House. Candidates will meet with the Personnel Committee, who will approve a list of names. The Personnel Committee is permitted to inquire about the student nominees' legal eligibility for membership on the Board. Student Directors may not serve as employees of the Student Union, Inc. Of these five (5) Student Directors, no more than *one (1)* may be a current member of the Associated Students Board of Directors. Student Directors may not sit on more than one (1) Board of an SJSU auxiliary in addition to their membership on the Student Union, Inc. Board of Directors.

Section 4. Election and Term of Office. All Directors, except the Permanent Board Directors, shall be designated, selected or elected as provided herein, and all vacancies in said Directors occurring by expiration of term of office, or otherwise, shall be filled in the same manner. The term of office of such Directors shall begin immediately after such designation, selection or election. An individual replacing a Director who has vacated his/her position on the Board can serve until the term of office of their predecessor would have terminated.

Section 5. Voting. Each member of the Board of Directors shall have one vote. There shall be no proxy voting permitted for the transaction of any of the business of this corporation.

Section 6. Annual Meeting. There shall be an annual meeting of the Board of Directors in October of each year prior to the regular meeting of the Board of Directors. Such meetings shall be for the purpose of the presentation of the annual fiscal year report, and for the transaction of such other business as may come before the meeting.

Section 7. Meetings. Meetings of the Board of Directors for any purpose or purposes shall be called at any time by the Chairperson. The Chairperson shall be required to call a meeting upon the joint request of any three (3) members of the Board. The Board shall meet at least quarterly.

Section 8. Place of Meetings. Meetings of the Board of Directors shall be held at any place within this State, which has been designated from time to time by resolution of the Board or by written consent of all members of the Board. In the absence of such designation, meetings shall be held on the campus at San José State University.

Section 9. Notice of Meetings. Public notice of the date, time, and place of any meetings of the Board of Directors other than special meetings shall be given at least seven (7) days previous thereto by written notice delivered personally or sent by mail, facsimile, or electronic mail to each Director at his or her address, facsimile number or electronic mail address as shown in the records of the corporation. If mailed, such notice shall be deemed to be delivered the next day during which regular mail deliveries are made after the day such notice is deposited in the United States Postal Service in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by facsimile or electronic mail, such notice shall be deemed delivered when the facsimile or electronic mail is transmitted. Notice of special meetings shall be delivered at least twenty-four (24) hours before the date and time thereof. The business to be transacted at any regular or special meeting of the Board shall be specified in the notice of such meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 10. Open Meetings. All meetings of the Board shall be open and public, and all persons shall be permitted to attend any meeting 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 session under Article 2 (commencing with Section 89920) of Chapter 7 of Part 55 of the Education Code.

Section 11. Quorum. A majority of the total number of voting Directors shall constitute a quorum for the transaction of business at every annual, regular or special meeting. *One-third (1/3) of the total number of voting Directors shall constitute a quorum for the transaction of business at any emergency meeting.* Every act or decision done or made by a majority of the Directors present at a meeting at which a quorum is present shall be regarded as the act of the Board of Directors.

Section 12. Removal of Directors. Directors of this corporation, except those serving ex-officio, may be removed at any time by a two-third (2/3) vote of the total number of currently appointed Directors. Designees may only be removed with the written consent of the person who designated him or her. Any Director may resign from the Board at any time by giving written notice to the Chairperson or Executive Secretary of the corporation and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Successors to Directors who resign shall be selected in the same manner as their predecessors. A SUBOD Board Member voluntarily resigns his/her position when absent from three (3) regular meetings in a single academic year (July 1- June 30). A SUBOD Board Member voluntarily resigns his/her position when absent from two (2) consecutive meetings, unless given an excused absence by the Executive Committee. Definition of an excused absence will be found in the procedure manual. Any Faculty, Student, or Non-University Director may be removed from the Board of Directors only by the person that appointed said Director.

Section 13. Compensation. The Directors of this corporation shall serve without monetary compensation, except for their actual expenses, as approved in advance by the Board of Directors.

Section 14. Inspection of Directors. Each Director shall have the right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation for a purpose reasonably related to such person's interest as a Director, provided that such Director shall not have the right to inspect those books, records, or documents made privileged or confidential by law. The Director in person must make this inspection, provided that the Director may be accompanied by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents. Nothing in this section shall affect the right of the Board of Directors to conduct the business of the corporation as set forth in these Bylaws.

ARTICLE V

Officers

Section 1. Officers. The officers of this corporation shall be a Chairperson, Vice Chairperson, Executive Secretary, and such other offices as the Board of Directors may appoint. The Executive Director shall be the Executive Secretary of the Board.

Section 2. Election. The Board of Directors shall elect all officers of this corporation for terms of one year, or until their successors are elected and qualified. The annual election shall be held at the July meeting. All officers shall be drawn from the Board membership.

Section 3. Vacancies. A vacancy in any Director position because of termination of employment with the University, removal from office, death, resignation or otherwise, shall be filled in the same manner as the former occupant of the position was selected. Such officers shall serve until the next annual meeting.

Section 4. Chairperson. Subject to the control of the Board of Directors, the Chairperson shall preside at all meetings of the Board, and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors. The Chairperson shall have a vote on all matters.

Section 5. Vice Chairperson. In the absence or disability of the Chairperson, the Vice Chairperson shall perform all the duties of the Chairperson, and in so acting shall have all the powers of the Chairperson. The Vice Chairperson shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 6. Executive Secretary. The Executive Secretary shall assist the Chairperson in the preparation of the agendas for the meetings, shall keep a full and complete record of the proceedings of all meetings of the Board of Directors, shall keep the seal of this corporation and affix the same to such papers and instruments as may be required in the regular course of business, shall provide such notices as may be necessary or proper, shall supervise the keeping of the books of this corporation and shall discharge such other duties as pertain to the office or as prescribed by the Board of Directors. The Executive Secretary shall submit an annual report to the Board in October of each year. In case of the absence or disability of the Executive Secretary, or his or her refusal or neglect to act, such notices may be provided by the Chairperson, or by the Vice Chairperson or by any person thereunto authorized by the Chairperson or by the Vice Chairperson, or by the Board of Directors.

ARTICLE VI

Committees

Section 1. The Board of Directors shall have the authority to create committees as pursuant to Section 2 of this Article. The standing committees of this Board shall include, but not be limited to:

1. Executive Committee
2. Personnel Committee
3. Finance Committee
4. Facilities and Programs Committee

Section 2. The Board of Directors shall develop a charter for each standing committee, which describes the specific membership of the committee, as well as procedures for appointment of membership, and its responsibilities. Establishment of a charter shall require a two-thirds (2/3) vote of the total membership of the Board of Directors, and amendments to any committee charter shall require a two-thirds (2/3) vote of those present and voting at any regular meeting of the Board of Directors, only after the amendment has been placed on the agenda at least seven days before the meeting has occurred. Minutes shall be kept of each meeting of each standing committee.

Section 3. Committees may be delegated any of the authority of the Board of Directors except with respect to:

- (a) the filling of vacancies on the Board or on any committee which has the authority of the Board;
- (b) the fixing of compensation of the Directors for serving on the Board or on any committee;
- (c) the amendment or repeal of Bylaws or the adoption of any new Bylaws;
- (d) the amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (e) the appointment of other committees of the Board or the members thereof; or
- (f) the approval of any contract or transaction to which the corporation is a party and in which one or more of its Directors has a material financial interest, except as special approval is provided for in Section 5233(d)(3) of the California Corporations Code.

Section 4. Ad hoc committees may be established by the Board at the discretion of that body upon the approval of a majority of the members present and voting.

ARTICLE VII
Delegation of Authority

The Executive Director shall be administratively responsible to the Board of Directors and the President of the University through the Vice President of Student Affairs. The Board shall act as a recommending body in all appropriate personnel matters as covered in the Bylaws. All Student Union personnel shall be employed by the Student Union Executive Director and shall work under his/her supervision. The Executive Director shall manage the Union facilities, program and financial enterprises within the policies approved by the Student Union Board of Directors. Policies recommended by the Student Union Board of Directors are subject to approval by the University President. The President shall either approve policies or return them to the Board as soon as feasible for alternative action.

ARTICLE VIII
Conflict of Interest

No member of the Board of Directors shall be financially interested in any contract or other transaction entered into by the Board of Directors that is not in accordance with the conflict of interest provisions set forth in Education Code Sections 89906-89909. The following relationships are specifically deemed not permissible.

- a. Any contract, other than an employment contract, directly between the Student Union and a Student Union Director.
- b. Any contracts between the Student Union and a partnership or unincorporated association in which a Student Union Director is a partner, or owner, or holder, directly or indirectly, of a proprietorship interest.
- c. Any contract between the Student Union and a for-profit corporation in which a Student Union Director is the owner or holder, directly or indirectly, of five (5) percent or more of the outstanding common stock.

ARTICLE IX

Indemnification of Directors, Officers and Other Agents

Section 1. Right of Indemnity. To the fullest extent permitted by law, the 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 position, 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.

Section 2. Approval of Indemnity. On written request to the Board by any person seeking indemnification under Section 5238 (b) or Section 5238 (c) of the California Corporation Code, the Board shall promptly determine under Section 5238 (e) of the California Corporation Code whether the applicable standard of conduct set forth in Section 5238 (b) or Section 5238 (c) has been met and, if so, the Board shall authorize indemnification.

Section 3. Advancement of Expenses. 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 by those Sections 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 the person that the advance will be repaid unless it is entitled to be indemnified by the corporation for those expenses.

Section 4. Insurance. 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 Officer's, Director's, employee's or agent's status as such.

ARTICLE X

Contracts, Loans, Checks, Deposits, and Gifts

Section 1. Contracts. The Board of Directors may authorize any Officer or agent of the corporation, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. The Board of Directors shall not make any loan of money or property to or guarantee the obligation of any Director or unless approved by the Attorney General.

Section 3. Borrowing. No loan shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.

Section 4. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, and all notes or other evidence of indebtedness issued in the name of the corporation shall be

signed by such Officer or Officers, agent or agents of the corporation and in such manners as, from time to time, shall be determined by resolution of the Board of Directors.

Section 5. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 6. Gifts. The Board of Directors adheres to the current gift and donation policy established by the University.

ARTICLE XI Miscellaneous

Section 1. Fiscal Year. The fiscal year of the corporation shall begin on the first day of July and end on the last day of June in each year unless otherwise determined by resolution of the Board of Directors.

Section 2. Rules. The Board of Directors may adopt, amend, or repeal rules not inconsistent with these Bylaws for the management of the internal affairs of the corporation and the governance of its officers, agents, committees, and employees.

Section 3. Books and Records. The corporation shall keep correct and complete books and records of account and shall also keep records and minutes of the proceedings of the Board of Directors and committees. Copies of the minutes of the Board of Directors and the committees shall be regularly distributed to each member of the Board of Directors.

Section 4. Corporate Seal. The Board of Directors may provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation, the date of its incorporation, and the word "California."

Section 5. Waiver of Notice. Whenever any notices are required to be given under the provisions of the Nonprofit Corporation Act of the State of California, or under the provisions of the Articles of the Incorporation of the corporation, or these Bylaws, a waiver thereof in writing signed by the persons entitled to such notice, whether dated before or after the time stated herein, to the extent permitted by law, shall be deemed equivalent to the giving of such notice.

ARTICLE XII Amendment of Bylaws

These Bylaws may be amended at any regular meeting of the Board of Directors by a two-thirds (2/3) vote of the total voting membership of the Board of Directors, subject to the written approval of the President of the University, providing that the amendment has been submitted in writing at the previous regular meeting.