

**BYLAWS OF THE
CALIFORNIA STATE UNIVERSITY, STANISLAUS
AUXILIARY AND BUSINESS SERVICES**

ARTICLE I
Purposes

The California State University, Stanislaus Auxiliary and Business Services (hereinafter referred to as “the Corporation”) shall have such purposes as are now or may hereafter be set forth in its Articles of Incorporation.

ARTICLE II
Powers

The Corporation shall have such powers as are now or may hereafter be granted by laws governing auxiliary organizations of the California State University and by the Nonprofit Corporation Law of the State of California, except as limited by the provisions of its Articles of Incorporation or these Bylaws.

ARTICLE III
Offices

The Corporation shall have and continuously maintain in the County of Stanislaus, State of California, a principal office for the transaction of the Corporation's business.

ARTICLE IV
Members

Section 1. No Regular Members. In accordance with Section 5310 of the California Nonprofit Public Benefit Corporation Law, the Corporation shall have no members within the meaning of Section 5056 of that law. All voting rights are vested exclusively in the Board of Directors.

Section 2. Persons Associated With the Corporation. By resolution, the Board of Directors may create any advisory committee or task force as it deems appropriate. It may not, however, delegate the authority of the Board to any such entities. The Board of Directors may offer an honorary emeritus status to recognize past service.

ARTICLE V
Board of Directors

Section 1. Definition of Terms. For the purpose of these Bylaws, "Board of Directors" or "Board" refers to the Board of Directors of the Corporation, unless otherwise indicated. “

Section 2. General Powers. All the business activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 3. Number. The number of Directors shall not be less than five (5) nor more than ten (10), the exact number to be specified from time to time by action of the Board of Directors.

Section 4. Selection and Tenure. The following persons shall be Designated Directors of the Corporation: The California State University, Stanislaus President (CSUS President) and Vice President for Business and Finance and the Vice President for Student Affairs. The CSUS President shall be the Chairperson of the Board.

The Chairperson of the Board will nominate a University official or staff member, a University faculty member, and a University student for election by the Board to one year terms.

The Chairperson of the Board will nominate up to five (5) community members as prospective Directors to the Board for approval. The term of the community member Directors of the corporation shall be three (3) years.

Section 5. Voting. Each member of the Board of Directors shall have one vote. No voting by proxy will be permitted for the transaction of any Corporation business.

Section 7. Resignation and Removal. Any Director may resign from the Board at any time by giving written notice to the Chairperson or the Executive Director of the Corporation and, unless otherwise specified in these Bylaws, the acceptance of such resignation shall not be necessary to make it effective. Directors, except those designated directors serving, may be removed from office by vote of a majority of the total number of voting Directors on the Board.

Section 8. Vacancies. All vacancies occur by expiration of term, resignation, removal, or death on the Board of Directors, except those serving as designated directors, may be filled by vote of a majority of the total number of voting Directors. Vacancies may be filled at any meeting of the Board of Directors.

Section 9. Compensation of Directors. No Director shall receive any salary or other similar compensation for any services as a Director.

Section 10. Inspection by Directors. Pursuant to Section 6334 of the California Corporations Code, every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation of which such person is a Director.

Section 11. Delegation. Pursuant to Section 5210 of the California Corporations Code, the Board of Directors may delegate the management of the activities of the Corporation to any person or persons, management company, or committee however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors. Any committee assigned to exercise the authority of the Board shall only include members of the Board.

ARTICLE VI
Meetings of the Board of Directors

Section 1. Place of Meetings. All meetings of the Board of Directors shall be held at the principal office of the corporation, or at such place as the Board may periodically designate for that purpose.

Section 2. Regular Meetings. Regular meetings of the Board of Directors shall be held at least quarterly.

Section 3. Special Meetings. Special meetings of the Board of Directors may be called at the direction of the Chairperson, or any three (3) voting Directors.

Section 4. Notice of Meetings.

(a) Notice of the time, place and the agenda of meetings of the Board of Directors, except special meetings, shall be given by written notice at least seven (7) days in advance. Notice of the time, place and the business to be transacted for special meetings shall be given at least 24-hours in advance; no business other than that included in the notice shall be transacted.

Notice of all meetings and agendas of the Board of Directors shall be prominently posted at the principal office of the Corporation.

Written notices may be delivered personally or sent by regular mail, email or facsimile to each Director at his or her postal address, email address, or facsimile number, as shown in the records of the Corporation. Notice of special meetings also may be given by telephone contact to Directors.

If mailed, such notice shall be deemed delivered the next day during which regular mail deliveries are made, after the day such notice is deposited in a sealed envelope with prepaid postage with the United States Postal Service. If notice is given by email or facsimile, such notice shall be deemed delivered when the email or facsimile is transmitted.

(b) 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 on the grounds that the meeting was not lawfully called or convened.

Section 5. Open Meetings. Meetings of the Board shall be open and public. However, the Board may hold closed sessions during any meeting, or may call a special meeting, to consider those matters that may lawfully be considered in such sessions under Article 2 (commencing with Section 89920) of Chapter 7, Part 55 of the Education Code. In the event of a disturbance by an attendee during a meeting, the Chairperson shall take such actions to call for order, to remove the disrupting persons from the meeting, to clear the meeting room and continue in session and may, if necessary, adjourn the meeting to another

location. After such actions by the Chairperson, attendees who were not disruptive shall be permitted to participate in the resumption of the meeting.

Board members may participate in any meeting by electronic transmission, including video screen communication, as authorized by and under the standards expressed in Corporations Code Section 5510.

- Section 6. Quorum and Manner of Acting. Half of the total number of voting Directors on the Board shall constitute a quorum for the transaction of business, except to adjourn, as provided in Section 8, Article VI. Every action or decision made by a majority of the Directors present at a meeting where a quorum is present shall be regarded as the action or decision of the entire Board of Directors. For a meeting at which a quorum is initially present, the Board may continue to transact business, notwithstanding the withdrawal of a Director or Directors, as long as any action taken is approved by at least a majority of the Directors required to constitute a quorum for that meeting.
- Section 7. Adjourned Meetings. A quorum of the Directors, or if there is no quorum, a majority of the Directors present, may adjourn any Directors' meeting to meet again on a specified date, time and place. Notice of the date, time, place and the business to be transacted at such meeting shall be given to any Directors who were not present at the time of the adjournment.
- Section 8. Minutes of Meetings and Conduct. Written minutes of the proceedings of the Board of Directors shall be kept in a book provided for that purpose. The Board of Directors may adopt its own rules of procedure insofar as such rules are not inconsistent with, or in conflict with, these Bylaws, the Articles of Incorporation of the Corporation, or with the California Corporations Code.

ARTICLE VII

Officers

- Section 1. Officers. The Officers of the Corporation shall be the Chairperson of the Board, the Treasurer/Secretary, and the Executive Director. The Corporation, at the discretion of the Board of Directors, may have additional Officers.
- Section 2. Appointment and Terms of Office. The Executive Director of the Corporation shall be appointed by the Chairperson of the Board. All other officers of the Corporation, except those designated above, shall be appointed by the Board of Directors and will serve at the pleasure of the Board. Vacancies may be filled at any meeting of the Board of Directors. Each appointed Officer shall hold office for a term of one (1) year until his or her successor shall have been appointed, unless he or she shall sooner resign, be removed, or become ineligible to continue to serve in such capacity.
- Section 3. Removal and Resignation. Any appointed Officer may be removed from office by the Board of Directors at any meeting at which a quorum is present, when such action is determined to be in the best interests of the Corporation. Any appointed Officer may resign from office at any time by giving written notice to the Chairperson and, unless otherwise specified herein, the acceptance of such resignation shall not be necessary to make it effective.

- Section 4. Vacancies. An appointed officer vacancy may be filled by the Board of Directors for the unexpired portion of that term.
- Section 5. Chairperson. The President of California State University, Stanislaus, shall serve as the Chairperson of the Board. The Chairperson shall preside at all meetings of the Board of Directors. He or she shall exercise and perform such other powers and duties as are provided for in the Bylaws or as the Board of Directors may prescribe from time to time. The Chairperson shall be an ex officio voting member of all committees and task forces, excluding the Audit Committee.
- Section 6. Treasurer: The Vice President for Business and Finance shall serve as the Treasurer of the Corporation. The Treasurer is appointed by, follows the direction of, and reports directly to the Chairperson of the Board. The Treasurer, subject to the direction of the Chairperson, shall have charge and custody of, and be responsible for, all funds and securities of the Corporation; receive and give receipt for moneys due and payable to the Corporation from any source whatsoever; deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as the Board of Directors shall select, and, in general, perform all the duties incident to the office of Treasurer. The Treasurer shall be an ex officio voting member of the Finance and Investment Committee.
- Section 7: Secretary: The Vice President for Business and Finance shall serve as the Secretary of the Corporation. The Secretary shall cause to be kept at the offices of the Corporation a book of minutes of all meetings of the Board of Directors and of the Executive Committee, with the time and place of holding, whether regular or special, and if special, how authorized, the notice given, and the names of those present at Board and Executive Committee meetings. The Secretary shall cause notice to be given of all the meetings of the Board of Directors as required in these Bylaws.
- Section 8. Executive Director: The Executive Director shall be appointed by, follow the direction of, and report directly to the Chairperson. Subject to the direction of the Chairperson, the Executive Director has general control and management of the daily operations of the Corporation, its budget, contracts, contractors and staff. In the absence or disability of the Secretary, the Executive Director shall temporarily perform all of the duties of the Secretary. Other duties and responsibilities of the Executive Director shall be documented in a written position description and approved by the Chairperson.

ARTICLE VIII

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 Corporations 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

“proceedings,” 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 these Bylaws, 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 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 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 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.

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 IX

Committees and Affiliated Support Groups

Section 1. Committees. The Board of Directors may appoint one or more committees, each consisting of two or more voting Directors, and delegate to such committees any of the authority of the Board except with respect to:

- (a) the filling of vacancies on the Board or in any committee;
- (b) the amendment or repeal of Bylaws or the adoption of any new Bylaws;
- (c) the amendment or repeal of any resolution of the Board, which by its express terms is not amendable;
- (d) the appointment of other committees of the Board or the members thereof; or
- (e) the approval of any self-dealing transaction, as such transactions are defined in Section 5233(a) of the California Nonprofit Public Benefit Corporations Law and in Section 89906-89908 of the Education Code.

Any such committee must be created, and the members appointed, by resolution adopted by a majority of the Directors then in office, provided a quorum is present. The Board may appoint, in the same manner, alternate members of any committee

who may replace any absent member at any meeting of the committee. The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. Minutes shall be kept of each meeting of each committee. Committee meetings are subject to the open meetings requirements described in Article VI, Section 6 of these Bylaws.

A committee chairperson may select as committee members any number of non-directors, without voting authority, as required for professional, technical, public relations or community assistance. Committee membership may be changed by the Board of Directors. The number of meetings shall be determined by the committee chairperson.

Section 2. Committee Procedures. The Board of Directors may prescribe appropriate rules, not inconsistent with the Bylaws, by which proceedings of any committee shall be conducted.

ARTICLE X

Board Duties: Financial Oversight, Contracts, Loans, Checks, Deposits, and Gifts

Section 1. Delegation of Authority. The Chairperson, Treasurer, Executive Director are delegated the authority to enter into, execute and take such necessary actions to fulfill necessary corporate actions in respect of Contracts, Loans or Checks pursuant to the limitations cited below. Any two of the foregoing shall act in concert to complete such corporate actions.

Section 2. Financial Oversight.

- A. All financial policies of the Corporation shall be approved by the Board. The Treasurer or Executive Director may establish interim policies which will be observed until the Board has acted upon their recommendation, including but not limited to:
 - a. Accounting policies
 - b. Investment policy.
- B. The Board shall
 - a. Review and approve the annual operating and capital budget of the Corporation
 - b. Approve commitments for expenditures in future fiscal years.
 - c. Review and approve all external financings.
 - d. Approve the purchase, sale, lease or receipt of gifts of real property.
 - e. Review and assess the financial performance of the Corporation and take such action to ensure that the Corporation remains viable to continue to support its obligations and service to the University.
 - f. Receive from the Treasurer a recommendation for the appointment of the external auditor of the Corporation and approve by resolution the engagement or termination of such organization annually.
 - i. Meet with the external auditor and discuss the scope of audit, planned procedures and any Board member concerns.
 - ii. Review the annual audit report, certified financial statements and tax filings with the external auditor.
 - iii. Approve any services other than audit, audit related or tax reporting services to be provided by the external auditor.

- Section 3. Contracts. The Board of Directors may authorize any other 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 4. Loans. The Board of Directors shall not make any loan of money or property to or guarantee the obligation of any Director or Officer, unless approved by the Attorney General.
- Section 5. 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 6. Checks, Drafts, etc. All checks, drafts, or other orders for 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 manner as, from time to time, shall be determined by resolution of the Board of Directors. The Treasurer shall have the authority to designate such other agents to sign and process checks upon the recommendation of the Executive Director.
- Section 7. 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 8. Gifts, Donations, Bequests, Devises and Trusts. The Board of Directors may at their discretion accept on behalf of the Corporation any contribution, gift, bequest, trusts or devise for the general purposes or for any specific purpose of the corporation. The Board delegates the authority to accept such gifts which are incidental elements of commercial contracts for good or services to the Executive Director. The Board may otherwise designate other individuals to accept gifts, subject to and consistent with University and Corporation gift acceptance policy

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 the following year.
- Section 2. Rules. The Board of Directors may adopt, amend, or repeal policies not inconsistent with these Bylaws for the management of the internal affairs of the Corporation. Such changes shall be approved by the University President.
- Section 3. Books and Records. The Corporation shall keep correct and complete books and records of accounts 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 of the committees shall be regularly distributed to each member of the Board of Directors.

Section 4. Waiver of Notice. Whenever any notices are required to be given under the provisions of the Nonprofit Public Benefit Corporation Law of the State of California, or under the provisions of the Articles of 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 to Bylaws

Subject to the approval of the President of California State University, Stanislaus, these Bylaws may be amended at any regular meeting of the Board of Directors only by vote of a majority of the total voting membership of the Board of Directors, and provided that the amendment has been submitted in writing at the previous regular meeting, or submitted in writing to the Directors at least seven (7) days prior to the next regular meeting of the Board of Directors.

CHAIRMAN'S CERTIFICATE

THIS IS TO CERTIFY that the foregoing Bylaws of the CALIFORNIA STATE UNIVERSITY, STANISLAUS Auxiliary & Business Services were duly adopted by the Board of Directors at a meeting of said Board held on the 29th day of January 2011

IN WITNESS WHEREOF, the undersigned has signed this Certificate this 3rd day of February, 2011.

Ham Shirvani, Ph.D.
Chairman of the Board
California State University, Stanislaus Auxiliary Business Services

June 6, 2006
January 29, 2012