

**BYLAWS
OF
ASSOCIATED STUDENTS, INCORPORATED OF CALIFORNIA
STATE UNIVERSITY, STANISLAUS**

A California Nonprofit Public Benefit Corporation

**ARTICLE 1:
OFFICES AND OFFICIAL COLORS**

Section 1.1 Principal Office

The principal office for the transaction of the business of the Corporation shall be located at One University Circle, Turlock, in Stanislaus County, California. The Associated Students Incorporated (ASI) Board of Directors may change the principal office from one location to another, and this section shall be amended accordingly.

Section 1.2 Other Offices

The ASI Board of Directors may at any time establish branch offices in order to advance the purposes of the Corporation.

Section 1.3 Official Colors

The official colors of the Corporation are red and gold.

**ARTICLE 2:
OBJECTIVES AND PURPOSES**

This Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Corporation Law for Public Purposes as stated in the Articles of Incorporation.

The Associated Students is an auxiliary organization of the California State University and as such shall take no action which is contrary to lawful regulations of the Board of Trustees; CSU Chancellor and the President of the University. The primary purpose for the formation of this Corporation is to serve as the official governing body of California State University Stanislaus Students.

ARTICLE 3: DEDICATION OF ASSETS

The properties and assets of this nonprofit Corporation are irrevocably dedicated to public benefit and charitable purposes. No part of the net earnings, properties, or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any Director or Officer of this Corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed in accordance with the Articles of Incorporation.

ARTICLE 4: GOVERNANCE AND MANAGEMENT

Section 4.1 Powers

- (a) General Corporate Powers. The Executive Branch, composed of the President, Vice President and the Vice President of Finance (Officers), shall manage the business and affairs of the Corporation and the corporate powers shall be controlled and exercised by, or under the policy direction and oversight of the Board of Directors as the governing board, in accordance with these Bylaws.

- (b) Specific Powers. Without prejudice to their general powers, the Board of Directors shall have the power to:
 - (i) Prescribe any powers, policies, and duties for them that are consistent with the law, with the Articles of Incorporation, and with these Bylaws.

 - (ii) Advocate for students of the California State University Stanislaus and the California State University.

 - (iii) Propose Bylaws amendments to the Student Body for approval.

 - (iv) Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt, consistent, with applicable law and regulations.

 - (v) Review and approve the annual budget and forward it to the University President for approval.

Section 4.2 Composition of Board of Directors

The number of Directors shall be sixteen (16). Shall be of the University, elected by the student body, and representing:

- a) One (1) from each of the four (4) academic colleges; Graduate Students; Diversity; Residential Life; Sustainability; Student Organizations; Athletics; and one (1) Stockton Campus. Each Director has one vote.
- b) The President, Vice President, and Vice President of Finance shall be elected by the student body and shall serve as voting members of the Board of Directors membership. The President shall serve as the Secretary of the Board of Directors. The Vice President shall serve as Chair of the Board of Directors. The Vice President of Finance shall serve as Treasurer.
- c) The Stanislaus State Academic Senate shall nominate a member of the faculty to serve as a voting member of the Board of Directors.
- d) The Dean of Students shall serve as a voting member of the Board of Directors.

Section 4.3 Terms of Office of Board of Directors

- (a) All student members of the Board of Directors shall be elected to serve terms of one year, beginning 12:01 pm on the first of June, and ending at 12:00 noon of the first of June of the following year.
- (b) Student members of the Board of Directors shall be elected by a plurality vote of the student body at an annual election held under voting qualifications and procedures adopted by the Board of Directors.
- (c) The faculty member is a voting member of the ASI Board of Directors. The faculty member may serve for no more than two (2) one-year terms on the Board of Directors. The term limit may be extended by a vote of the Board of Directors at the conclusion of the second year of service on the Board. Approval by two-thirds of the Board of Directors present is necessary to extend the term of service by one year.
- (d) The Dean of Students is a voting member of the ASI Board of Directors. The Dean of Students is an ongoing appointment.

- (e) Vacancies in the Board of Directors shall be filled by appointment of the Board of Directors upon nomination by the President of the Board of Directors. Board of Director appointees complete the term of the vacated office.

Section 4.4 Qualifications of Student Members of the Board of Directors

Any qualified, registered, and enrolled student of the University may seek election to the Associated Students Inc. Board of Directors by meeting qualifications and following procedures adopted by the ASI Board of Directors.

Section 4.5 Vacancies

- (a) Events Causing Vacancy. A vacancy on the Board of Directors shall be deemed to exist at the occurrence of any of the following:
- (i) The death, resignation, or removal of any member of the ASI Board of Directors.
 - (ii) The declaration by resolution of the Board of Directors of a vacancy in the office of the Board Member who has been declared of unsound mind by court order or who has been found by final order or judgment of any court to have breached a duty under Corporation Code §5231 and the following of the California Nonprofit Corporation Law.
- (b) Resignation. Except as provided in this Section, any Board Member may resign effective upon receipt of written notice to the Vice President, unless the notice specifies a later effective date for the resignation. No Board Member may resign when the Corporation would then be left without a duly elected Student Board Member in charge of its affairs.
- (c) Removal. Any Officer or Board Member may be removed, for cause, by the ASI Board of Directors at any regular or special meeting of the Board of Directors. Approval by two-thirds of the Board of Directors present at the meeting is necessary to be removed from office.

Any Board Member who does not attend three successive Board meetings will automatically be removed from the Board of Directors without resolution **unless:**

- (i) The Board Member requests a leave of absence for a limited period of time, and the leave is approved by the Board of Directors at a regular or special meeting. If such leave is granted, the number of Board members

will be reduced by one in determining whether a quorum is or is not present.

- (ii) The Board Member suffers from an illness or disability which prevents him or her from attending meetings and the Board of Directors.
- (d) Filling of Vacancies. Any vacancy caused by the death, resignation, or removal of a Board Member shall be filled in accordance with the provisions of Section 4.3(e).
- (e) The Board of Directors may establish written procedures to implement section (4.5). The Board of Directors shall establish appropriate written rules on the removal of any officer or Board Member.

Section 4.6 Place of Meeting; Method

Meetings of the Board of Directors or any committee may be held at any place within the State of California, as designated from time to time by resolution of the Board of Directors. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation. Special meetings shall be held at any place within the State of California, as designated in the notice of meeting or, if not stated in the notice, at the principal office of the Corporation. Notwithstanding the above provisions of this Section 4.6, a regular or special meeting may be held at any place consented to in writing by all members of the body, either before or after the meeting.

Board Members and advisors may participate in a meeting through use of conference telephone, electronic video screen communication, or similar communications equipment, so long as all of the following apply:

- a) Each member participating in the meeting can communicate with all the other members concurrently;
- b) Each member is provided the means of participating in all matters before the body, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation; and
- c) The Corporation adopts and implements means of verifying both of the following:
 - (i) A person communicating by telephone, electronic video equipment, or other communications equipment is a Board of Directors member entitled to participate in the meeting; and

- (ii) All statements, questions, actions, or votes were made by that member and not by another person not permitted to participate as a member. Participation in a meeting pursuant to this Section 4.6 shall constitute presence in person at such meeting.

Section 4.7 Special or Emergency Meetings

Special or emergency meetings of the ASI Board of Directors, for any purpose, may be called at any time by the President or Vice President or by any three members of the Board of Directors. Notice of these meetings shall be in accordance with Section 4.8.

Section 4.8 Call, Notice, and Conduct of Meetings

The call, notice, and conduct of any meeting, including closed session of the ASI Board of Directors or any committee thereof shall be in accordance the Gloria Romero Act

Section 4.9 Notice to ASI Board of Directors

The transactions of any meeting of the ASI Board of Directors or any committee thereof, when otherwise properly called, noticed to the public, and wherever held, shall be as valid if (a) a quorum is present and (b) either before or after the meeting, each of the Board Members not present signs a written waiver of notice, a consent to holding of the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Board Member who attends the meeting without protesting before or at its commencement about lack of adequate notice.

Section 4.10 Quorum

A majority (greater than 50%) of the number of directors, authorized in the Bylaws in accordance with Section 4.2, shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 4.11. Every act or decision done or made by a majority of the members present at a meeting held at which a quorum is present shall be regarded as the act of the body, subject to the provisions of the California Nonprofit Corporation Law and these Bylaws. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of any meeting member, if any action taken is approved by at least a majority of the quorum required for the meeting.

Section 4.11 Adjournment

A majority of the meeting members present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 4.12 Action Without Meeting Prohibited

Any action required or permitted to be taken by the Board of Directors or any committee thereof shall be taken at a public meeting, except for closed sessions, in accordance with Education Code Section 89305 *et. seq.*

Section 4.13 Compensation of Members of the Board of Directors

The Board of Directors may authorize the advance or reimbursement of actual reasonable expenses incurred by a Board Member in carrying out his or her duties. Members of the Board of Directors shall not be compensated unless it is a reasonable expense to carry out their duties. This is excluding the Officers.

Section 4.14 Conflict of Interest and Financial Interest

The Board of Directors and its Officers shall closely adhere to standards and practices of conduct expressed in Education Code Sections 89906-89909 and Corporations Code Section 5230 *et. seq.*

ARTICLE 5: COMMITTEES

Section 5.1 Committees of ASI Board of Directors

The Board of Directors may, by resolution, designate one or more committees consisting of three or more members of the board. Any member of any committee may be removed, with or without cause, at any time by the Board of Directors. Any committee, to the extent provided in the resolution of the Board of Directors, shall have all or a portion of the authority of the Board of Directors except that no committee, regardless of the Board of Directors' resolution, may:

- a) Fill vacancies on the Board of Directors or on any committee;
- b) Amend or repeal the Articles of Incorporation or Bylaws or adopt new Bylaws;
- c) Amend or repeal any resolution of the Board of Directors;

- d) Designate any other committee of the Board of Directors or appoint the members of any committee;
- e) Approve any transaction (i) to which the Corporation is a party and as to which one or more Board Members has a material financial interest, or (ii) between the Corporation and one or more of its Board of Directors or between the Corporation and any corporation or firm in which one or more of its Board of Directors has a material financial interest.

Section 5.2 Audit Committee - Board of Directors

At all times that, this Corporation is required by applicable law to have an independent audit, or at any time the Corporation voluntarily chooses to do so, the Corporation shall have an Audit Committee consisting of the Budget Committee.

The Audit Committee shall perform the duties and adhere to the guidelines set forth from time to time by the Board of Directors. These duties include, but are not limited to:

- a) assisting in selecting an independent auditor and recommending termination of the auditor, if necessary;
- b) conferring with the auditor regarding the Corporation's financial affairs, and
- c) reviewing and accepting or rejecting the audit.

Section 5.3 Policy Committee

The Policy Committee prepares, reviews, and recommends policies and procedures governing the operations, activities, and services provided by the Associated Students Inc. The Policy Committee annually reviews the Associated Students Inc. Bylaws and Rules of the Board of Directors and makes revision recommendations to the Board. All decisions of the Policy Committee are subject to review and approval by the Board. The composition of the Policy Committee Board shall be determined by the Vice President no later than the second board meeting of the beginning of each semester.

Section 5.4 Budget Committee

The Corporation shall have a Budget Committee. The composition of the Budget Committee shall be determined by the Vice President no later than the second board meeting of the beginning of each semester.

The Budget Committee shall adhere to all Associated Students Inc. policies and procedures in developing, reviewing, and revising the ASI Budget and/or any organizational financial. At a minimum, the Vice President of Finance shall report to the Board of Directors on a quarterly basis. The report shall include the financial condition of the Association for that quarter and for the year-to-date.

The Budget Committee shall make recommendations to the Policy Committee of the Board of Directors to make any changes to ASI Policies and Procedures relating to budget and financial services.

Section 5.5 Judicial Committee

The Judicial Committee shall work with the Leadership Manager to enforce the Bylaws, policies, assess officer effectiveness, and review Board members point totals. The committee shall be composed of the committee chairs, and equal Board members from both the ASI and SC Board of Directors and such advisors as the Board shall determine based upon the recommendation of the committee chairs. The committee is responsible for recommendations of Officer or Board Member removal to the respective ASI and SC boards. The composition of the Judicial Committee shall be determined by the Vice President no later than the second board meeting of the beginning of each semester.

Section 5.6 Human Resources Committee

The Human Resources Committee shall exist as a combined committee consisting of members from both ASI and SC. The composition of the Human Resources Committee shall be determined by the Vice President no later than the second board meeting of the beginning of each semester.

The purpose of the Human Resources Committee is to review and make recommendations to the boards on ASI and SC personnel policies. The SC Human Resource and Risk Manager shall serve as advisor to the committee. The committee may appoint additional members as deemed necessary.

The Human Resources Committee shall periodically review the classification and compensation schedule for all employees of the Associated Students Inc. and the University Student Center. Based on its review, the Human Resources Committee shall recommend to the Board of Directors just and reasonable compensation amounts for Professional employees, part-time employees, student staff and the Officers of ASI and SC. In addition, the Human Resources Committee shall review any issue involving staff compensation and benefits, including but not limited to housing, health, and retirement plans.

Section 5.7 Elections Commission

The Elections Commission shall be responsible to promote, plan, organize, and implement the elections for the Associated Students, Inc. under the guidelines spelled out in the Elections Code approved by the Board of Directors. The Elections Commission shall make recommendations to the Board of Directors to any changes to the Elections Code. The composition of the Elections Commission shall be determined by the ASI Vice President before the end of fall semester.

Section 5.8 Meeting and Action of Committees

The ASI Board of Directors may adopt rules for any committee not consistent with the provisions of applicable law and these Bylaws.

ARTICLE 6: OFFICERS

Section 6.1 Officers

The Corporation shall have the following Officers: President/Secretary; Vice President/Chair and Vice President of Finance/Treasurer

Section 6.2 Election of Officers

The President, Vice President and Vice President of Finance shall be elected by the student body in accordance with qualification standards and procedures adopted by the Board of Directors. Officer vacancies, other than President, shall be filled by appointment of the Board of Directors upon nomination by the President. If the office of President becomes vacant during a term, the Vice President shall automatically fill that vacancy. The newly installed President shall make the nomination for the vacant Vice President position. Appointed officers serve the remainder of the vacated term.

Section 6.3 Officer Term

The term of Corporation Officers shall be one (1) year commencing at 12:01 noon on the first of June to 12:00 noon on the first of June the following year.

Section 6.4 Resignation of Officers

Any Officer may resign at any time by giving written notice to the Board of Directors. Any resignation shall take effect at the date of receipt of that notice or at any later time specified in that notice. Unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation shall be without prejudice to the rights, if any, of the Corporation under any contract to which the Officer is a party.

Section 6.5 Vacancies in Office

A vacancy in any Office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these Bylaws.

Section 6.6 Responsibilities of Officers

- a) President. The President shall be the chief executive officer of the Corporation. They shall have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws. The President shall be responsible to the Board of Directors and the Membership, shall see that the Board of Directors are advised on all significant matters of the Corporation's business, and shall see that all orders and resolutions of the Board of Directors are put into effect. The President shall be empowered to act, speak for, or otherwise represent the Corporation within the boundaries of policies and purposes established by the Board of Directors and as set forth in these Bylaws. The President shall be responsible for keeping the Board of Directors informed at all times of Executive Director performance as related to program objectives, and for implementing any personnel policies adopted by the Board of Directors.

The President assumes the following specific duties or authority:

- (i) Represent the Membership on University-wide committees.
- (ii) Submit nominations to the Board of Directors to fill vacant members or officer positions.
- (iii) Recommend candidates to the Board of Directors for full-time employment with the Corporation.
- (iv) Call for and require at least a two-thirds (2/3) vote by a majority of the Board members present at a meeting duly called and noticed at which a quorum is present, on any proposed action to be taken by

the Board, unless such a requirement would place the Corporation in conflict with applicable law, regulations, University policy, or these Bylaws.

- (v) Can be a member on all Corporation-related advisory committees, and voting member on Board of Director's committees with delegated authority from the Board.
- (vi) Oversee Corporation funds in coordination with Vice President of Finance.

b) Vice President assumes the following specific duties:

- (i) Performs duties of the President in the absence of the President as well as assigned and delegated authority.
- (ii) Serve as the chair of the ASI Board of Directors meetings.
- (iii) Represents the Membership on University-wide committees.
- (iv) Assigns student representation on University-wide committees.

c) Vice President of Finance assumes the following specific duties:

- (i) Represents the Membership on University-wide committees.
- (ii) Oversee Corporation funds in coordination with President.
- (iii) Authorized signatory on Corporation expenditure transactions, including contracts, purchase orders, and related instruments.

ARTICLE 7: INTERPRETATIONS OF BYLAWS, POLICIES, AND RULES

Section 7.1 Review Board

Under the ultimate authority of the Board of Directors, a Judicial Committee is established to interpret cases and controversies arising under the Bylaws, or any Associated Students policies and rules. Determinations by the Judicial Committee shall

be referred to the Board of Directors for appropriation action. If the Board takes no action on a review determination, that determination is final.

Section 7.2 Review Board Composition

The Judicial Committee shall be composed of three (3) or more board members appointed by the Vice President.

Section 7.3. Rules of Procedures

The Judicial Committee shall establish written operating rules of procedure, consistent with these Bylaws and subject to the approval of the Board of Directors.

ARTICLE 8: CORPORATE RECORDS

Section 8.1 Maintenance of Articles of Incorporation and Bylaws

The Corporation shall keep at its principal executive office the original or a copy of its Articles of Incorporation and Bylaws as amended to date.

Section 8.2 Maintenance of Other Corporate Records

The accounting books, records, and minutes of the proceedings of the Board of Directors and any committee(s) of the Board of Directors shall be kept at such place or places designated by the Board of Directors or, in the absence of such designation, at the principal executive office of the Corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept in either written or typed form or in any other form capable of being converted into written, typed, or printed form.

Section 8.3 Inspection by Members of the Board of Directors

Every member of the Board of Directors shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation and each of its subsidiary corporations. This inspection by a member of the Board of Directors may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

Section 8.4 Annual Reports

Within 120 days after the end of the Corporation's fiscal year, the President shall furnish or cause to be furnished a written report to all Board Members containing the following information:

- (a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust or custodial funds, during the fiscal year;
- (c) The revenue or receipts of the Corporation both unrestricted and restricted for particular purposes, for the fiscal year;
- (d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year;
- (e) Any transaction during the previous fiscal year involving more than \$50,000 in which the Corporation (or its parent or subsidiaries, if any) was a party and in which any Board Member or officer of the Corporation has a direct or indirect financial interest, or any of a number of such transactions in which the same person had a direct or indirect financial interest and which transactions in the aggregate involved more than \$50,000; and
- (f) The amount and circumstances of any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any Board Member or officer of the Corporation pursuant to Article 8 of these Bylaws, unless such indemnification has already been approved pursuant to Section 8.1.

For each transaction, the report must disclose the names of the interested persons involved in such transaction and state such person's relationship to the corporation, the nature of such person's interest in the transaction and, where practicable, the value of such interest.

The report shall be accompanied by any report of independent accountants or, if there is no such report, by the certificate of an authorized officer of this Corporation that such statement was prepared without an audit from the books and records of this Corporation. Such report may be furnished to the Directors by electronic transmission in accordance with Section 13.2 of these Bylaws.

Section 8.5 Financial Audit

The Corporation shall obtain a financial audit for any tax year in which it receives or accrues gross revenue of \$2 million or more, excluding grant or contract income from any governmental entity for which the governmental entity requires an accounting. Any audited financial statements obtained by the Corporation, whether or not required by law, shall be made available for inspection by the Attorney General and by the general public within 9 months after the close of the fiscal year to which the statements relate. For 3 years, such statements (a) shall be available at the Corporation's principal, regional, and district offices during regular business hours and b) shall be made available either by mailing a copy to any person who so requests in person or in writing, or by posting them on the Corporation's website.

ARTICLE 9: INDEMNIFICATION OF BOARD MEMBERS AND OFFICERS

Section 9.1 Right to Indemnification

This Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any action or proceeding by reason of the fact that such person is or was an Officer, Board Member, or agent of this Corporation, or is or was serving at the request of this Corporation as a Board Member, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, or other enterprise, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding, to the fullest extent permitted under the California Nonprofit Corporation Law.

In determining whether indemnification is available to the Board Member, Officer, or agent of this Corporation under California law, the determination as to whether the applicable standard of conduct set forth in Corporations Code §5238 has been met shall be made by a majority vote of a quorum of Board Members who are not parties to the proceeding. If the number of Board Members who are not parties to the proceeding is less than two-thirds of the total number of Board Members seated at the time the determination is to be made, the determination as to whether the applicable standard of conduct has been met shall be made by the court in which the proceeding is or was pending.

The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled, and shall continue as to a person who has ceased to be an agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 9.2 Insurance

This Corporation shall have the power and shall use its best efforts to purchase and maintain insurance on behalf of any Board Member, Officer, or agent of the Corporation, against any liability asserted against or incurred by the Board Member, Officer, or agent in any such capacity or arising out of the Board Member's, Officer's, or agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under Section 8.1 of these Bylaws; provided, however, that the Corporation shall have no power to purchase and maintain such insurance to indemnify any Board Member, Officer, or agent of the Corporation for any self-dealing transaction, as described in Corporations Code §5233.

ARTICLE 10: LOANS TO BOARD MEMBERS AND OFFICERS

The Corporation shall not make any loan of money or property to or guarantee the obligation of any Board Member or Officer, unless approved in writing by the Attorney General of the State of California; provided, however, that the Board Member may authorize the advancement or reimbursement to a Board Member or Officer for expenses reasonably incurred in the performance of the duties of such Board Member or Officer, provided that in the absence of such advance such Board Member or Officer would be entitled to be reimbursed for such expenses by the Corporation.

ARTICLE 11: FISCAL YEAR

The fiscal year of the Corporation shall start on July 1 and shall end on June 30 of each calendar year.

ARTICLE 12: AMENDMENTS

These Bylaws may be adopted, amended, or repealed by a majority vote of the Membership voting in an election called for that purpose; however for any nonsubstantive changes, in order to comply with lawful regulations to these bylaws, may be made with a two-thirds (2/3) vote of the ASI Board of Directors.

The ASI Board of Directors will be required to provide both full notice to the membership of: proposed revisions to these bylaws for the Membership to vote upon; and any revisions that the Board of Directors approves.

ARTICLE 13: MEMBERSHIP

Section 13.1 Voting Rights

This Corporation shall have voting members within the meaning of the California Nonprofit Corporation Law comprised of the students of the University. All students currently enrolled at the University during an academic year (excluding extended education enrollees) are Members having the right to participate in Corporation programs and activities, and to vote as provided in these Bylaws, or on matters brought to the Membership by the Board of Directors.

Section 13.2 Petitioning Board of Directors

Any member may initiate, circulate and present to the Board of Directors a written petition signed by at least ten percent (10%) of the Membership seeking action or a position by the Board of Directors to adopt, modify or repeal any policy, code provision(s), or rule of the Corporation. The Board may adopt procedures for the implementation of this Article.

ARTICLE 14: CONSTRUCTION, DEFINITIONS, AND TRANSITION

Section 14.1 Construction and Definitions

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, and the plural number includes the singular.

Section 14.2 Electronic Transmission

Subject to any guidelines and procedures that the Board of Directors may adopt from time to time, the terms “written”, and “in writing” as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means and may include electronic transmissions, such as facsimile or

email, provided (i) for electronic transmissions from the Corporation, the Corporation has obtained an unrevoked written consent from the recipient to the use of such means of communication; (ii) for electronic transmissions to the Corporation, the Corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (iii) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

Section 14.3 Transition

Upon the adoption of these Bylaws, any codes, policies or rules of the Corporation shall be interpreted consistent with these Bylaws until the Board of Directors amends such codes, policies or rules to conform specifically to the Bylaws.