

**BYLAWS OF
CAL STATE L.A. UNIVERSITY AUXILIARY SERVICES, INC.
A CALIFORNIA NONPROFIT PUBLIC BENEFIT COPORATION**

ARTICLE I

Name

The name of this Corporation is

Cal State L.A. University Auxiliary Services, Inc.

ARTICLE II

Offices of the Corporation

Section 2.01. Principal Office.

The principal office for the transaction of the activities and affairs of this Corporation is located on the campus of California State University, Los Angeles (CSULA), at 5151 STATE UNIVERSITY DRIVE, LOS ANGELES, CALIFORNIA, 90032.

Section 2.02. Change of Address.

The Board of Directors (Board) may change the principal office from one location to another by amending this Article to state the new location.

Section 2.03. Other Offices.

The Board may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to conduct its activities.

ARTICLE III

Purposes and Powers

Section 3.01. Purposes.

The purposes of this Corporation are to promote and assist the educational programs and research activities of California State University, Los Angeles. It is organized to:

- a) Establish mechanisms which shall permit a substantially more creative capacity to shape the future.
- b) Foster, encourage, and promote efficient and effective auxiliary program management in the California State University.
- c) Promote improved use of information management resources.
- d) Intelligently and diligently seek out the very best opportunities for investment.
- e) Improve organizational versatility to take advantage of appropriate opportunities as they arise.
- f) Exercise ongoing review of the composite administrative structure.
- g) Do any other act or thing and engage in and carry on any other lawful activity in any manner connected with or incidental to or designed to promote, assist, aid, or accomplish any of the purposes stated under this section or in the Articles of Incorporation.

Section 3.02. Powers.

This Corporation shall have all the power now or hereafter belonging to, or conferred upon, corporations organized under the provisions of the California Nonprofit Public Benefit Corporation Law, and California State University auxiliary organizations under the California Education Code.

ARTICLE IV

No Members

The Corporation shall have no members as that term is used and defined in Section 5056 of the California Corporations Code, or in any successor statute thereto.

ARTICLE V

Board of Directors

Section 5.01. Numbers of Directors.

The Board of Directors shall consist of sixteen (16) Voting Directors and one (1) Ex-Officio Non Voting member.

Section 5.02. Powers of Directors.

Subject to the provision and limitations of the California Nonprofit Corporation Law and any other applicable laws, and subject to any limitations of 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. This Corporation shall not carry on any activities which are inconsistent with state or federal laws, or regulations or policies of the California State University or CSULA. The Corporation shall be operated as an integral part of the educational program of CSULA, and its operations shall be integrated with CSULA operations as administered or supervised by the University President.

Section 5.03. Composition and Selection.

The composition of the Board of Directors and manner selection shall be as follows:

- a) Directors. There shall be six (6) Administrator Directors who shall be the CSULA President, or President's designee, the CSULA Chief Financial Officer (CFO) who shall serve in an ex-officio non-voting capacity and a CSULA administrator appointed by the CFO, the CSULA Dean of Graduate Studies and Research and two (2) senior CSULA administrators appointed by the CSULA President.
- b) Staff Directors. The Staff Directors shall be two (2) staff members appointed by the Board of Directors upon recommendation of the Executive Committee and the endorsement of the California State University, Los Angeles President for three (3) year terms.
- c) Faculty Directors. There shall be three (3) Faculty Directors who shall be the Chair of the Academic Senate, or his or her designee (who like the Academic Senate Chair shall be a voting member), and two (2) faculty members appointed by the Board of Directors upon nomination of the Nominations Committee of Academic Senate for three (3) year terms. Of the two appointed faculty members, one must be an active principal investigator at the time of the appointment.
- d) Student Directors. There shall be three (3) Student Directors who shall be the President of the Associated Students, or designee, and two (2) students appointed by the Board of Directors upon recommendation of the Associated Students Board of Directors for one (1) year terms.

- e) Community Directors. The Community Directors shall consist of three (3) community representatives appointed by the Board of Directors upon recommendation of the Executive Committee and endorsement of the CSULA President for three (3) year staggered terms. Community Directors shall be limited to two (2) consecutive three (3) year terms, with at least a one (1) year break before serving on the Board thereafter. In the event that a Community Director position is vacated prior to the end of a three (3) year term, the Board of Directors shall appoint, according to the provisions of this Section 5.03(e), another Community Director to fulfill the remainder of the terms so as to preserve the staggered term sequence. The Community Director appointed to complete the term due to vacancy shall be limited to an additional three (3) year term, with at least a one (1) year break before serving on the Board thereafter.

The Board of directors shall ratify and approve each Director's appointment to the Board prior to seating.

Section 5.04. Term of Office.

All Directors, except the CSULA President and CFO, shall be designated, selected or appointed as provided herein, and all Director vacancies occurring other than by expiration of term of office, shall be filled in the same manner. The term of office of each person appointed to a vacant Director seat shall begin immediately after such designation, selection or appointment, and shall terminate when the term of office of his or her predecessor would have terminated. Notice of resignation by a Director shall be submitted to the Secretary-Treasurer.

Section 5.05. Vacancies and Removal of Directors.

- a. Vacancies on the Board of Directors shall exist (1) on the death, resignation, disqualification, or removal of any Director, (2) whenever the number of authorized Directors is increased, and (3) upon the failure to elect the number of Directors required to be elected at any annual meeting or special meeting held for that purpose.
- b. The Board of Directors may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 et seq. and following of the California Code, or any successor statutes thereto.
- c. Any Director of this Corporation, other than the CSULA President and CFO, or their designee, may be removed for cause by a majority of the Board of Directors then in office if absent from more than three (3) consecutive regularly scheduled Board meetings.

- d. Directors appointed by the Board of Directors may be removed without cause by a majority of the Directors then in office. Any designated Director may only be removed without cause by the Board of Directors with the written consent of the designating person(s) or organization. Designated Directors may be removed without cause by the designating person(s) or organization.
- e. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.
- f. Any Director may resign effective upon giving written notice to any member of the Executive Committee or to the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. Notwithstanding the foregoing, a Director may not use a specified date of effectiveness in a letter of resignation to circumvent action by the Board to remove the Director on an earlier date. No Director may resign if the Corporation would then be left without a duly elected Director of Directors in charge of its affairs, except as provided in the Corporations Code.
- g. A vacancy in any officer position shall be filled in the same manner as the former occupant of the position was elected.

Section 5.06. Voting.

Each Director shall have one (1) vote. There shall be no proxy voting permitted for the transaction of any business of this Corporation. The CSULA Chief Financial Officer serves as an ex-officio non-voting administrator director and is ineligible to vote.

ARTICLE VI

Meetings

Section 6.01. Regular Meetings.

Regular meeting of the Board of Directors shall be held once during each quarter and may be called by the President of the Board of Directors, by a majority of Directors, or by any other officer on the Executive Committee.

Section 6.02. Special Meetings.

Special meetings of the Board of Directors may be called as needed by the President of the Board of Directors, by a majority of Directors, or by any other officer on the Executive Committee.

Section 6.03. Place of Meetings.

Meeting 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, meeting shall be held on or near the CSULA campus.

Section 6.04. Notice of Meetings.

Written notice of every regular meeting shall be given to each Director at least seven (7) calendar days before such meeting. Notice of every special meeting shall be given to each director at least seven (7) days beforehand by first-class mail, postage prepaid, or at least twenty-four (24) hours beforehand delivered personally or by telephone. Notice of any meeting shall also be give pursuant to this subsection to any person or entity who requests such notice in writing, in the same manner as notice to Directors.

Section 6.05. Meeting Agenda.

An agenda listing the matters to be considered at each meeting shall be given to each Director and to any person so requesting, at least seven (7) calendar days before a regular meeting, or twenty-four (24) hours before a special meeting.

Section 6.06. Open Meeting.

All meeting of the Board of Directors and its Committees, shall be open to the public, and all persons shall be permitted to attend any meeting of the Board, provided, however, the Board and its Committees may hold closed sessions during any meeting to consider those matters that may lawfully be considered in such sessions under Article 2 of Chapter 7 of Part 55 of the Education Code, commencing with Section 89923, or any successor statute thereto.

Section 6.07. Meeting of the Executive Committee.

- a) Meeting of the Executive Committee may be called for any purpose by the President of the Board of Directors or by any officer of the Executive Committee. All meetings of the Executive Committee shall be conducted in accordance with provision of Article 2 of Chapter 7 of Part 55 of the Education Code, commencing with Section 89920, or any successor statute thereto.
- b) Meetings of the Executive Committee shall be held at any place within this State which has been designated from time to time by resolution of the Executive Committee or by written consent of all members of the Executive Committee. In the absence of such designation, meetings shall be held on near of CSULA campus.

Section 6.08. Quorum.

A majority of the total number of current Directors shall constitute a quorum for the transaction of business at every regular or special meeting. A majority of the Executive Committee shall constitute a quorum for the transaction of business at every meeting of the Executive Committee. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of one or more Directors, if any action taken is subsequently approved by at least a majority of the required quorum for such meeting.

ARTICLE VII

Executive Committee

Section 7.01. Composition.

There shall be an Executive Committee composed solely from the Board of Directors as follows: President, Vice President, the Campus CFO (who shall be a non-voting Committee member, but whose presence shall count for purpose of establishing a quorum) and Secretary-Treasurer. The President shall serve as Chair of the Executive Committee. The Executive Director, University Auxiliary Services, Inc. shall serve as a permanent resource staff to the Executive Committee.

Section 7.02. Powers of Executive Committee.

- a) The Executive Committee shall have the power to act on behalf of the Board of Directors in all matters authorized by the Nonprofit Public Benefit Corporation Law and these Bylaws.
- b) The Executive Committee is responsible for and conducts performances reviews of the Executive Director according to criteria determined by the Human Resources Committee.
- c) On an annual basis, the Executive Committee shall appoint a Nominating Committee comprised of Board of Directors members who will be responsible for nominating a slate of officers drawn from the Board membership, with annual elections of officers to be held in June, of each fiscal year.
- d) The Executive Committee shall be responsible for periodic review of UAS' governing documents, including bylaws and articles of incorporation, board orientation and evaluation.

ARTICLE VIII

Standing Committees

The Board of Directors may create such standing committees, advisory committees and subcommittees and appoint the members thereof as it may be in the best interest of, and in furtherance of, the purposes of this Corporation. At a minimum, the Board of Directors shall maintain Finance & Investments, Audit and Human Resources as standing committees which shall meet as designated by the Executive Committee and approved by the Board of Directors.

Section 2. Standing Committee

There shall be the following committees: Executive, Finance and Investments, Audit, and Human Resources. With the exception of the Executive Committee, the members and chair of each committee shall be appointed by and serve at the pleasure of the Board of Director's President, subject to approval of the Board. The Executive Director or designee shall be an ex-officio member of each standing committee.

Each standing committee shall be comprised of a minimum of three (3) members with at least two (2) existing board members one of whom will serve as the chair. The Board President may appoint additional committee members with subject matter expertise from outside the Board, subject to approval of the Board. These appointments shall be in the best interest of UAS to provide a depth of knowledge for each standing committee.

2.1 Finance and Investment Committee

The Finance and Investment committee shall be comprised of not less than three (3) members entitle to vote, inclusive of the Secretary-Treasurer. The Investment and Finance Committee shall review and oversees budgets and financial reports submitted by UAS Management. The Finance and Investment Committee shall supervise and set policy for the Investment of UAS' funds submitted to investment in accordance with Investment Policy Statement adopted by the Committee and approved by the Board.

2.2 Audit Committee

The Audit Committee shall be comprised of not less than three (3) members entitled to vote with at least once (1) member being a "financial expert" – i.e., having a familiarity with estimates, accruals and reserves relevant to higher education. Longevity and experience with California State University's financial operations or that of a given institution can be considered as other relevant experience that demonstrates such financial expertise.

The Audit Committee shall be responsible for audit oversight. Audit oversight, includes, but not limited to, making recommendation to the Board with respect to the engagement or

discharge of independent auditors, directing and supervising audits functions, and reviewing with independent auditors the plans, and scope of and supplemental instructions and audit. The Audit Committee receives and review whistle blower complaints concerning UAS fiscal practices and makes associated recommendations for answering such complaints, including corrective action, to the Executive Committee and Board of Directors.

2.3 Human Resources Committee

The Human Resources Committee shall be comprised of not less than three (3) members entitled to vote. The Committee shall review and oversee the human resources and employment policies and practices of UAS in accordance with applicable law and regulations. The Human Resources Committee sets criteria for the Executive Committee's performance reviews of the UAS Executive Director.

ARTICLE IX

Compensation

The Directors of this Corporation shall serve without compensation, except their actual expenses approved in advance by the Executive Committee.

ARTICLE X

Officers

Section 10.01. Officers.

The Officers of this Corporation shall be President, Vice President, Secretary-Treasurer, and such other officers as the Board of Directors may appoint. The CSULA CFO shall designate the Secretary-Treasurer who shall possess the fiscal and administrative qualifications to discharge the duties of this position.

Section 10.02. Elections.

The Board of Directors shall elect the President and Vice President and any other officers except the Secretary-Treasurer for terms of one year, or until their successors are elected and qualified. The annual election shall be held concurrently with the regular meeting in the last Board meeting of each fiscal year. All Officers shall be drawn from the Board membership.

Section 10.03. Vacancies.

A vacancy in any officer position shall be filled in the same manner as the former occupant of the position was elected.

Section 10.04. President.

Subject to the control of the Board of Directors, the President shall preside at all meetings of the Board, and shall have such powers and duties as may be prescribed from time to time by the Board of Directors. An individual Director shall be limited to six (6) consecutive one (1) year terms as President, with at least a one (1) year break before serving as Board of Directors President thereafter.

Section 10.05. Vice President.

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

Section 10.06. Secretary-Treasurer.

The CSULA CFO shall designate a campus administrator serving in the capacity as an Administrative Director to be the Secretary-Treasurer who shall possess the fiscal and administrative qualifications to discharge the duties of this position. The Secretary-Treasurer shall keep the seal of this Corporation and affix the same to such papers and instruments as may be required in the regular course or business, shall provide such notice as may be necessary or proper, shall supervise the keeping of the books of this Corporation, and shall discharge such other duties as pertains to the office or as prescribed by the Board of Directors. In the case of the absence or disability of the Secretary-Treasurer, or his or her refusal or neglect to act, such duties may be performed by the President or by the Vice President or by any person thereunto authorized by the CFO and the Board of Directors.

Section 10.07. Other Officers.

Other officers elected by the Board of Directors shall exercise such powers and perform such duties as prescribed by the Board.

ARTICLE XI

Indemnification and Insurance

Section 11.01. Right of Indemnity.

To the fullest extent permitted by law, this Corporation shall indemnify its directors, officers, employees, and other persons described in Section 5328(a) of the Corporation Code, or any successor statute thereto, 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 "processing," 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 Corporations Code, or any successor statute thereto.

Section 11.02. Approval of Indemnity.

On written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the Corporations Code, the Board of Directors shall promptly determine under Section 5238(e) of the 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 11.03. 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 these Bylaws 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 shall be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

Section 11.04. 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 occurred 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 XII

Executive Director

Cal State L.A. University Auxiliary Service, Inc.

The Board of Directors shall select and employ with the concurrence of the President of the University, the Executive Director, Cal State L.A. University Auxiliary Services, Inc. who shall serve at the pleasure of the Board of Directors. The Executive Director shall report to the President of the Board and shall manage the day-by-day affairs of this Corporation within the program and fiscal policies as determined by the Board of Directors. The Executive Director shall assist the President in the preparation of the agendas for the meetings, shall keep full and complete record of the proceeding of all meetings of the Board of Directors and the Executive Committee. The Executive Director shall submit an annual report to the Board at the regular meeting in or after October of each year. The Executive Director shall have reporting responsibilities to the CFO relative to the Corporation's operational and fiscal activities.

ARTICLE XIII

Conflict of Interest

No Director shall be financially interested in any contract or other transaction entered into by the Board, and any contract or transaction entered into in violation of this is void. No member of the Board may utilize information obtained by reason of Board membership for the personal gain, and the Board may recover any such gain realized. No Director shall participate in any deliberation or vote on any matter coming properly before the Board in which the Director has a personal financial interest, or which a constituency which the Director represents, other than the Corporation, has any interest which would conflict with that Director's fiducially responsibility to the Corporation.

ARTICLE XIV

Amendment of Bylaws

The Bylaws may be amended at any regular or special meeting of the Board of Directors by a majority vote the Board, providing that the amendment has been submitted in writing to all Directors at least fourteen (14) days calendar prior to such meeting.

Attest: _____
Secretary-Treasurer

Date

Amended and Passed:

October 20, 2009 (Amended: Article V Section 5.01- Number of Directors. Original Language: The Board of Directors shall consist of fifteen (15) Voting Directors and one (1) Ex-Officio Non Voting member.) Amended: Article V Section 5.01- Number of Directors. e). Original Language. e) Community Directors. The Community Directors shall consist of two (2) community representatives appointed by the Board of Directors upon recommendation of the Executive Committee and endorsement of the CSULA President for three (3) year staggered terms.

June 18, 2009 (Amended: Article VIII Section 2 – Standing Committees. Original Language: There shall be the following committees: Executive, Finance and Investments, Audit, and Human Resources. The members and chair of each committee shall be appointed by and serve at the pleasure of the Board of Director’s President, subject to approval of the Board. The Executive Director or designee shall be ex-officio members of each standing committee except the Audit Committee. The UAS Associate Executive Director/Financial Services shall serve as an ex-officio member of the Audit Committee.)

The Board may appoint additional members who shall be members of the Board of Trustees of persons associated with the Foundation as described in Section 2 of Article IV (relation to persons associated with Foundation).

September 26, 2008 (Amended: 1) Article I, Section 2.01. Principle Office: Add Zip Code 90032 to the address; 2) Article V, Section 5.01. Number of Directors: the Board of Directors shall consist of fifteen (15) Voting Directors *and one (1) Ex-Officio Non-Voting member*; 3) Article V, Section 5.03. Composition and Selection, a) Directors: There shall be six (6) Administrator Directors who shall be the CSULA President, or President’s designee, the *CSULA Chief Financial Officer (CFO) who shall serve in an ex-officio non-voting capacity*; 4) Article V. Section 5.03. c) Faculty Directors: (2) Faculty members appointed by the Board of Directors upon nominations of the *Nomination Committee of the Academic Senate* for three (3) year terms.; 5) Article V., Section 5.06. Voting: The last sentence of the graph is taken off and replaced with the following: *The CSULA Chief Financial Officer serves as an ex-officio non-voting administrator director and is ineligible to vote.*)

May 23, 2001 (Amended Section 5.03 (b). Original language: “Staff Directors. The Staff Directors shall be two (2) staff members appointed by the Board of Directors upon nomination of the Executive Committee for three (3) year terms.”)

March 14, 1977 (Added last sentence in Section 5.03.: Of the two appointed faculty members, one must be an active principal investigator at the time of the appointment.)

May 20, 1994 Original Adopted.