

# *Board of Directors Handbook*



Approved by Associated Students, Inc. Board of Directors July 6, 2012.

*Associated Students, Incorporated*  
*California State University*  
*Dominguez Hills*

*Created by:*

*2010-2011 ASI Board of Directors*

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## **Our Mission**

The Mission of the Associated Students, Inc. is to provide leadership opportunities for the students that will ensure responsible and effective participation in the governance of the campus. ASI advocates for students rights, render an official voice through which students opinions may be expressed and provide educational, social and cultural activities which enhance student life at California State University Dominguez Hills.

## **Our Vision**

“Associated Students Inc. believes in providing modern urban leadership opportunities that enhance student growth, advocacy, and guidance for the students and campus community”

### **ASI Core Values**

1. Leadership /Guidance
2. Student Growth
3. Advocacy

## **What Are the Basic Responsibilities of Nonprofit Boards?**

### **Implementing the Organization's Mission**

The Board must ensure that a mission statement exists that articulates the organization's goals, means, and primary constituents served. It is the board of directors' responsibility to fully understand and support the mission statement and to review it periodically for accuracy and validity.

### **Enhancing the Organization's Public Image**

The Board provides continuity by setting up a corporation or legal existence, and by representing the organization's point of view through interpretation of its products and services, and advocacy for them. An organization's primary link to the community, including constituents, the public, and the media, is the board. Clearly articulating the organization's mission, accomplishments, and goals to the public, as well as garnering support from important members of the community, are important elements of a comprehensive public relations strategy.

### **Accounting to the Public**

The board must be accountable to the public for the products and services of the organization and for the expenditure of its funds. This includes determining which programs are the most consistent with an organization's mission, and monitoring their effectiveness. It also means providing for fiscal accountability, approving the budget, ensuring that proper financial controls are in place, and formulating financial policies.

## What are the Responsibilities of an Individual Board Member?

### Individual Board Member Responsibilities

1. Attend all board and committee meetings and functions, such as special events.
2. Be informed about the organization's mission, services, policies, and programs.
3. Review agendas and supporting materials BEFORE board and committee meetings.
4. Serve on committees and offer to take on special assignments.
5. Inform others about the organization.
6. Suggest possible nominees to the board who can make significant contributions to the work of the board and the organization.
7. Keep up-to-date on developments in the organization's fields of service.
8. Follow conflict of interest and confidentiality policies.
9. Refrain from making special requests of staff.
10. Assist the board in carrying out its fiduciary responsibilities, such as reviewing the organization's financial statements.

<sup>1</sup> From Six Keys to Recruiting, Orienting, and Involving Nonprofit Board Members Washington, DC: National Center for Nonprofit Boards, 1995.

### Personal Characteristics to Consider

#### A board member should be able to...

- Listen
- Analyze
- Think clearly and creatively

- Work well with people individually and in a group.

#### **A board member should be willing to...**

- Prepare for and attend board and committee meetings
- Ask questions
- Take responsibility and follow through on a given assignment
- Contribute personal and financial resources in a generous way according to one's circumstances
- Open doors in the community
- Evaluate oneself
- Develop certain skills if you do not already possess them, such as how to...
- Cultivate and solicit funds
- Cultivate and recruit board members and other volunteers
- Read and understand financial statements
- Learn more about the substantive program area of the organization.

#### **A board member should possess...**

- Honesty
- Sensitivity to and tolerance of differing views
- A friendly, responsive, and patient approach
- Community-building skills
- Personal integrity
- A developed sense of values
- Concern for the organization's development
- A sense of Humor

## Expectations and Responsibilities Statement

NAME: \_\_\_\_\_

POSITION: \_\_\_\_\_

**As an elected/appointed member of the Associated Students Inc., you must fulfill the following responsibilities:**

1. Attend Board and committee meetings as assigned or appointed to your position, and all ASI events.
2. Have no more than two (2) consecutive unexcused absences or three (3) unexcused absences from Board and Committees meetings in one semester.
3. Be knowledgeable of the Associated Students Inc. bylaws and operating codes, the mission statement, and the role they play within the organization.
4. Attend all Board of Directors retreats and training workshops.
5. Accomplish all the general and specific responsibilities attached to your position.
6. Submit a monthly report to your respective executive.
7. Actively participate in at least two (2) ASI programs/events each month.

**In addition, you should fulfill the following expectations:**

- I. Ensure that you act in the best interest of the students.
- II. Make an effort to keep a sufficient line of communication open between fellow members and professional staffs.
- III. Support the efforts of the corporation as a whole, while maintaining participation with the corporation's activities and programs.
- IV. Own up to your mistakes, if they occur, with honesty and assertiveness
- V. Resign or take a leave of absence in the event that you are unable to fulfill your job requirements due to personal trauma, health, academics or commitment to other co-curricular activities.

VI. Be honest, assertive, competent, mature, and trustworthy.

My signature below indicates that I have read and understand the Associated Students Inc. Board of Directors Responsibilities and Expectations statement, and I will abide by them and their provision. My failure to fulfill the responsibilities as outlined may result in my removal as a member of the Board of Directors.

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**Board Member's Signature**

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**Date**

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**Reporting Executive's Signature**

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**Date**

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**President's Signature**

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**Date**

## Board of Directors and Staff Responsibilities

This table summarizes which duties and functions should be performed by the board of directors, which should be left to management (and their staff), and which should be performed jointly.

Activity	Responsibility
<b>PLANNING</b>	
Direct the process of planning	Staff
Provide input to long range goals	Staff/Board of Directors
Approve long range goals	Staff
Formulate annual objectives	Staff
Approve annual objectives	Board of Directors
Prepare performance reports on achievement of goals and objectives	Staff
Monitor achievement of goals and objectives	Staff /Board of Directors
<b>PROGRAMMING</b>	
Assess community needs	Staff
Evaluate programs	Board of Directors
Maintain program records; prepare program reports	Staff
Prepare preliminary budget	Staff
Finalize and approve budget	Board of Directors
See that expenditures are within budget during the year	Staff
Solicit contributions in fundraising campaigns	Board of Directors
Organize fundraising campaigns	Staff/Board of Directors
Approve expenditures outside authorized budget	Board of Directors
Ensure annual audit of accounts	Board of Directors
<b>PERSONNEL</b>	
Employ the Executive Director	Board of Directors
Direct the work of the staff	Staff
Hire and discharge staff members	Staff

Decide to increase staff	Board of Directors
Settle discord among staff	Staff

### **PUBLIC RELATIONS**

Interpret organization's mission to community	Board of Directors
Write stories for ASI publications	Board of Directors
Provide organization linkage with other organizations	Staff/Board of Directors

### **BOARD OF DIRECTORS/COMMITTEES**

Appoint Internal Committee Members	Board of Directors
Appoint External Committee Members	Executive Members
Call President to urge him/her into action	Board of Directors
Promote attendance at Board of Directors/Committee meetings	Staff/Board of Directors
Distribute agenda for Board of Directors meetings	Staff
Take minutes at Board of Directors meetings	Staff
Plan and propose committee organization	Staff/Board of Directors
Prepare exhibits, materials and proposals for Board of Directors and Committees	Staff
Sign legal documents	Staff
Follow-up to ensure implementation of Board of Directors and Committee decisions	Staff
Settle discord between Subsidiary Board and Committees	Board of Directors/Staff

## What Are the Legal Responsibilities of Nonprofit Boards?

Under well-established principles of nonprofit corporation law, a board member must meet certain standards of conduct and attention in carrying out his or her responsibilities to the organization. Several states have statutes adopting some variation of these duties, which would be used in court to determine whether a board member acted improperly. These standards are usually described as the duty of care, the duty of loyalty, and the duty of obedience.

The duty of care describes the level of competence that is expected of a board member, and is commonly expressed as the duty of “care that an ordinarily prudent person would exercise in a like position and under similar circumstances”. This means that a board member owes the duty to exercise reasonable care when he or she makes a decision as a steward of the organization.

The duty of loyalty is a standard of faithfulness; a board member must give undivided allegiance when making decisions affecting the organization. This means that a board member can never use information obtained as a member for personal gain, but must act in the best interests of the organization.

The duty of obedience requires board members to be faithful to the organization’s mission. They are not permitted to act in a way that is inconsistent with the central goals of the organization.

### Wrongful Acts

Wrongful Acts are any actual or alleged errors, omissions, acts, misstatements, neglect or breaches of duty in the discharge of duties to or on behalf of the Associated Students, Incorporated, including any of its subsidiary boards or committees. Board members are subject to civil litigation for the commission of wrongful act.<sup>1</sup> The following are specific examples:

#### *Financial Actions*

- Poor or unauthorized loans or investments
- Failure to obtain competitive bids on significant purchases
- Misleading statements of financial condition of organization

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<sup>1</sup> From The Legal Obligations of Nonprofit Boards: A Guidebook for Board Members. Washington, DC: National Center for Nonprofit Boards, 1997 © NCNB

- Use of deceptive practices to solicit contributions
- Use of charitable contributions for other than the stated purpose
- Excessive benefits given to directors or officers
- Unreasonable accumulation of funds over and above those needed for capital expansion and reserves
- Co-mingling of funds with those of an individual or another organization
- Negligence in handling funds, controlling tax liabilities, or maintaining financial records
- Conflict of interest

### *Operational Actions*

- Acting with undue authority
- Failure to regularly attend board meetings
- Irresponsible administration or management
- Libel, slander or defamation of character
- Invasion of privacy
- Plagiarism
- Unfair hiring and termination procedures
- Unacceptable treatment of volunteers, staff and beneficiaries
- Misleading or false statements in solicitation materials
- Violation of government law or regulation
- Concealing, or failing to correct, a known hazardous condition

## Some Legal Considerations for Board Members

*Assembled by Carter McNamara<sup>2</sup>, MBA, Ph.D.*

- Directors cannot abdicate their responsibility to be in charge and to direct
- Directors must make certain the organization is operating within a legal framework
- Directors have a legal responsibility for the protection of all assets
- Directors must validate all major contracts by giving and recording formal approval
- The President shall ensure that all contractual agreements, including memorandums of understanding/agreements, to be entered into by the Board of Directors have been placed on the agenda of the proper committee, have been approved by the majority at said meeting, having met quorum; and be reflected in the minutes, on file, of said meeting. Shall co-sign, with the ASI Executive Director, all contractual agreements to be entered into by the Board of Directors.
- Directors must attend most board meetings; not just on occasion. Absence from a board meeting does not release the director from responsibility for decisions made. A pattern of absence may indeed be presumed to increase an individual's liability because she/he cannot demonstrate a serious dedication to the obligations of the position.
- There is no absolute protection against someone bringing suit against you.

Conscientious performance is the standard. The best defense is a good offense: strive hard to do everything right and be able to show that you tried hard, and then you are much more likely to be OK.

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<sup>2</sup>McNamara, Carter. (n.d.). Some Legal Considerations for Board Members. *Authenticity Consulting, Llc* ®. Retrieved July 15, 2011, from <http://managementhelp.org/boards/liabilities.htm>

## How Do We Safeguard Against Conflict of Interest?

When the personal or professional concerns of a board member or a staff member affect his or her ability to put the welfare of the organization before personal benefit, conflict of interest exists. Nonprofit board members are likely to be affiliated with many organizations in their communities, both on a professional and a personal basis, so it is not unusual for actual or potential conflict of interest to arise. Why must we be concerned about conflict of interest? Because board service in the nonprofit sector carries with it important ethical obligations. Nonprofits serve the broad public good, and when board members fail to exercise reasonable care in their oversight of the organization they are not living up to their public trust. In addition, board members have a legal responsibility to assure the prudent management of an organization's resources. In fact, they may be held liable for the organization's actions. A 1974 court decision known as the "Sibley Hospital case" set a precedent by confirming that board members can be held legally liable for conflict of interest because it constitutes a breach of their fiduciary responsibility.

Does conflict of interest involve only financial accountability? No. Conflict of interest relates broadly to ethical behavior, which includes not just legal issues but considerations in every aspect of governance. A recent statement by INDEPENDENT SECTOR describes three levels of ethical behavior:

- Obeying "The Law";
- Decisions where the right action is clear, but one is tempted to take a different course; and
- Decisions that require a choice among competing options.

The third level of behavior can pose especially difficult ethical dilemmas for nonprofit board members.

### **What are some examples of actual and potential conflict of interest?**

- Organization policy requires competitive bidding on purchases of more than \$1,000, but a printing firm owned by a board member's father receives the \$25,000 contract for the annual report and no other bids are solicited.
- A board member serves on two boards in the community and finds himself in the position of approaching the same donors on behalf of both organizations.

## **Sensible Rules to Guide Board Member Decisions**

### **As a member of the Board I will...**

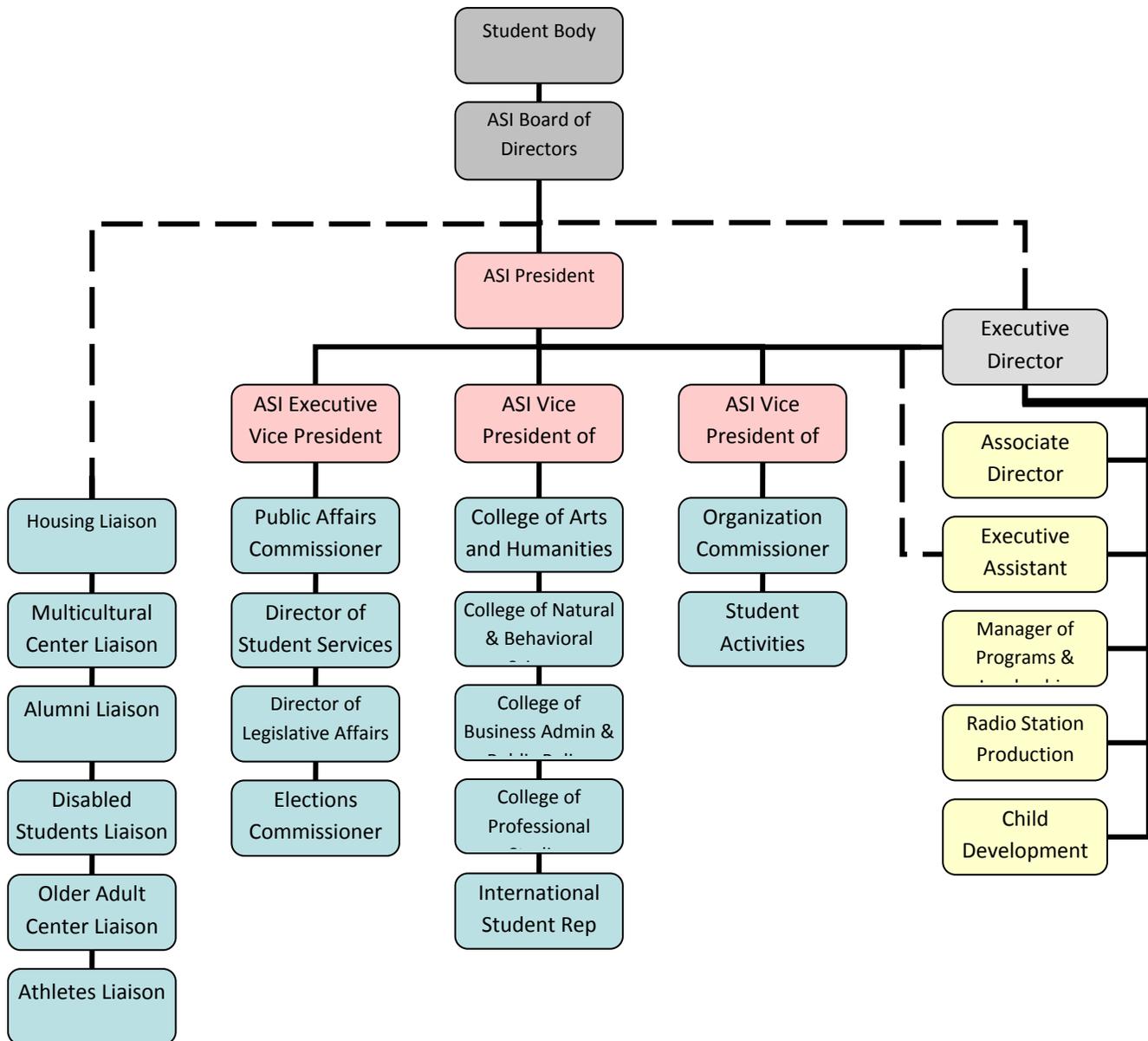
- 1) Listen carefully to my teammates, and the constituents I serve.
- 2) Respect the opinions of my fellow board members.
- 3) Respect and support the majority decisions of the board.
- 4) Recognize that all authority is vested in the board when it meets in legal session and not in individual board members.
- 5) Keep well informed of developments that are relevant to issues that may come before the board.
- 6) Participate actively in board meetings and actions.
- 7) Call to the attention of the board any issues I believe will have an adverse effect on the agency or our constituents.
- 8) Attempt to interpret the needs of constituents to the agency and the action of the agency to its constituents.
- 9) Refer constituent or staff complaints to the proper level on the chain of command.
- 10) Recognize that the board member's job is to ensure that the agency is well managed, not to manage the agency.
- 11) Vote to hire the best possible person to manage the agency.
- 12) Represent all constituents of the agency and not a particular geographic area or special interest groups.
- 13) Consider myself a "trustee" of the agency and do my best to ensure that the agency is well maintained, financially secure, growing, and always operating on the best interests of constituents.
- 14) Always work to learn more about the board member's job and how to do the job better. Declare any conflicts of interest between my personal life and my position on the agency board, and avoid voting on issues that appear to be a conflict of interest.

### **As a member of the board I will not...**

- 1) Be critical, in or outside of the board meeting, of fellow board members or their opinions.

- 2) Use the agency or any part of the organization for my personal advantage or the personal advantage of my friends or relatives.
- 3) Discuss the confidential proceedings of the board outside the board meeting.
- 4) Promise prior to a meeting how I will vote on any issue in the meeting.
- 5) Interfere with the duties of the Executive Director or undercut his/her authority.

# ASI ORGANIZATIONAL CHART



*Associated Students, Inc.*  
*California State University of Dominguez Hills*

## **OFFICERS OF THE CORPORATION AND THEIR DUTIES.**

Any member of the Corporation that has been either elected or appointed specifically to serve the Corporation in any capacity shall be an officer of the Corporation

### **PRESIDENT OF THE ASSOCIATED STUDENTS, INC.**

- a. Shall chair at all general meetings of the Board of Directors in the absence of the Vice President of Academic Affairs.
- b. Shall be the official student representative of the University and shall attend meetings and events as requested.
- c. Shall be a member of the Board of Directors.
- d. Shall chair the Executive Committee meetings, and shall be a member of said committee.
- e. Shall assume duties of the ASI Executive Vice President, ASI Vice President of Academic Affairs when needed. Shall assume duties of the ASI Vice President of Finance except concerning the Chair's position on the Associated Students, Inc. Finance Commission. Shall assume duties as the Chair only if the ASI Vice President of Finance is unavailable.
- f. Shall be responsible for nominating vacancies on the Board of Directors, with Board of Directors approval required to fill such vacancies.
- g. Shall appoint members to University Committees with Executive members' approval.
- h. Shall disseminate all necessary information to all other executives enabling them to carry out the functions of their respective offices.
- i. Shall have veto power within 72 hours or 3 consecutive business days on all Board of Directors decisions with a two-thirds majority of the Board of Directors needed to overrule a veto.
- j. Shall meet with the Vice Presidents on a bi-weekly basis

- k. Shall ensure that all contractual agreements, including memorandums of understanding/agreements, to be entered into by the Board of Directors have been placed on the agenda of the proper committee, have been approved by the majority at said meeting, having met quorum; and be reflected in the minutes, on file, of said meeting. Shall co-sign, with the ASI Executive Director, all contractual agreements to be entered into by the Board of Directors.
- l. Shall submit a typewritten report to the Board of Directors via the ASI Executive Assistant every two weeks.

## **EXECUTIVE VICE PRESIDENT**

- a. In the event of the absence or disability of the President, the ASI Executive Vice President (hereafter referred to as Executive Vice President) shall perform all duties of the President and shall have all the power of and be subject to all the restrictions of the President.
- b. The Executive Vice President shall fulfill all duties and responsibilities that are assigned by the President and are consistent with the Bylaws.
- c. Shall meet with the commissioners of Public Affairs, Director of Legislative Affairs, and the Director of Student Services on a monthly basis and with the Elections Commissioner when deemed necessary.
- d. Shall be a member of the Executive Committee and serve as the Corporate Secretary with duties prescribed under the Corporations Code.
- e. Shall oversee the activities of all the Director of Legislative Affairs, The Public Affairs Commissioner the Director of Student Services, and shall be responsible for all operational affairs of the Corporation as deemed necessary by the President.
- f. Shall preside as Chair at all Board of Directors meetings in the absence of the ASI Vice President of Academic Affairs and the

ASI President.

- g. Shall be responsible for the monitoring of, and dissemination of information from all University committees.
- h. Shall make recommendations to the President for all appointments to all University committees.
- i. Shall be responsible for the monitoring of, and dissemination of information for all internal Board of Directors Committees.
- j. Shall make recommendations to the President for all internal Board of Directors committee chairs.
- k. Shall chair the Personnel Committee.
- l. Shall be a member of the Board of Directors.
- m. Shall submit a typewritten report to the Board of Directors via the ASI Executive Assistant every two weeks.

#### **VICE PRESIDENT OF ACADEMIC AFFAIRS.**

- a. Shall chair all the general meetings of the Board of Directors and only vote to break a tie
- c. Shall meet with all academic representatives of the Corporation on a once a month basis appoint all academic Representatives of the corporation to University Committees. The academic representatives are from the academic colleges, and the International Student Representative
- d. Shall be a member of the Executive Committee.
- e. Shall be responsible for and oversee all academic affairs of the Corporation.
- f. Shall attend all meetings of the Academic Senate.
- i. Shall submit a typewritten report to the Board of Directors via the ASI Executive Assistant every two weeks.

## **VICE PRESIDENT OF FINANCE.**

- a. Shall assume the duties of the President in the absence of the President, the Executive Vice President, Vice President of Academic Affairs.
- b. Shall serve as chair of the Finance Commission.
- c. Shall be a member of the Executive Committee, and serve as the Corporate Chief Financial Officer with duties prescribed under the Corporations Code.
- d. Shall serve as the Associated Students, Inc. representative on the University Budget Committee or designate an appointee with the approval of the ASI President.
- e. Shall preside at all Board of Directors meetings in the absence of the President, The Executive Vice President, and the Vice President of Academic Affairs.
- f. Shall submit a typewritten report to the Board of Directors via the ASI Executive Assistant every two weeks.
- g. Shall coordinate the annual budget process for Associated Students, Inc., including the referendum areas and student organization funding.
- h. Shall receive training on the fiscal operation and budgetary nature of the corporation.
- i. Shall meet with the Student Activities Commissioner and Organizations Commissioner bi-weekly
- j. Shall be a member of the Board of Directors.

## **DIRECTOR OF LEGISLATIVE AFFAIRS.**

- a. Shall be responsible for the monitoring, interpretation and evaluation of all State and Federal legislation that directly affects the California State University system or its students. Shall submit a typewritten report on said legislation to the Executive Vice President and to the Board of Directors.
- b. Shall be a member of the Board of Directors.
- c. Shall be responsible for submitting recommendations concerning policies, issues and legislation affecting students of CSUDH and higher education.
- d. Shall Chair the Legislative Affairs Commission and Lobby Corp.
- e. Shall work with the ASI Vice President of Academic Affairs on the implantation of Lobby Corp.
- f. Shall report to the Executive Vice President.

## **STUDENT ACTIVITIES COMMISSIONER.**

- a. Shall be responsible for keeping the Board of Directors informed of all student activities presented and sponsored by the Corporation.
- b. Shall be responsible for the coordination, implementation and planning of all events sponsored by the commission.
- c. Shall be responsible for the successful production of at least six (6) different activities and/or programs throughout the duration of his/her term.
- d. Shall chair the Student Activities Commission during the fall semester.
- e. Shall present a typewritten report to the Vice President of Finance on a monthly basis detailing the actions carried out relating to this office. Shall also submit said report to the Board of Directors at each meeting.

- f. Shall be responsible for providing the Vice President of Finance with a copy of the minutes from every meeting of the Student Activities Commission during his/her tenure as Chair of said commission.
- g. Shall be a member of the Board of Directors.

**ORGANIZATIONS COMMISSIONER.**

- a. Shall be responsible for keeping the Board of Directors informed of all clubs and organizations activities sponsored by the Corporation.
- b. Shall be responsible for the coordination of all events of the Organizations Commission.
- c. Shall sponsor activities that enhance the development of clubs and organizations.
- d. Shall work with the Office of Student Life to ensure support for recognized student organizations.
- e. Shall chair all meetings of the Organizations Commission.
- f. Shall present a typewritten report to the Vice President of Finance on a monthly basis detailing the actions carried out relating to this office. Shall also submit said report to the Board of Directors at each meeting.
- g. Shall be responsible for providing the Vice President of Finance with a copy of the minutes from every meeting of the Organizations Commission.
- h. Shall be a member of the Board of Directors.

## **ELECTIONS COMMISSIONER.**

- a. Shall chair all the meetings of the Elections Commission
- b. Shall be responsible for organizing, supervising and certifying all elections held under the auspices of the Corporation (*See the Elections Code*)
- c. Shall meet with the Executive Vice President when deemed necessary and furnish a typewritten report detailing the progress in planning any election held under the auspices of the Corporation.
- d. Shall also submit said report to the Board of Directors at each meeting.
- e. Shall review the Elections Code in coordination with the Elections Commission, and make recommendations for changes to the Associated Students Board of Directors.
- f. Shall follow procedures and responsibilities as outlined in the Elections Code.
- g. Shall be a member of the Board of Directors.

## **PUBLIC AFFAIRS COMMISSIONER.**

- a. Shall be responsible for the positive perception of the Corporation through the coordination and dissemination of information and the coordination of a strategic plan consisting of advertising and marketing methods.
- b. Shall chair all the meetings of the Public Affairs Commission or any meeting of an ad-hoc committee concerned with the formation of said strategic plan.
- c. Shall be responsible for evaluating the effectiveness of the advertising and marketing campaigns.

- d. Shall be responsible for providing the Executive Vice President with a copy of the minutes from every meeting of the Public Affairs Commission, as well as detailed reports from any ad-hoc committee meetings held relating to corporate public relations.
- e. Shall be responsible for the timely production of the Corporation's official publication.
- f. Shall be in charge of corporation's electronic publications and social networking sites.
- g. Shall assist the standing commissions in publicizing all events presented by the Corporation.
- h. Shall present a typewritten report to the Executive Vice President on a monthly basis detailing the actions carried out relating to this office. Shall also submit said report to the Board of Directors.
- i. Shall be a member of the Board of Directors.

#### **DIRECTOR OF STUDENT SERVICES.**

- a. Shall represent students' concerns in matters pertaining to the Student Services and convey reports back to the Board of Directors, and, when necessary, further investigate these matters.
- b. Shall serve as the chair of the Rules, Policies, and Procedures Committee.
- c. Shall be responsible for the development, implementation and evaluation of all student services provided by the Corporation.
- d. Shall chair any meeting of an ad-hoc committee concerned with the development and implementation of student services provided by the Corporation.
- e. Shall participate in any exploratory efforts to determine any need for the Corporation to provide additional student services.
- f. Shall present a typewritten report to the Executive Vice President on a monthly basis detailing the actions carried out relating to this office, as well as detailed reports from ad-hoc committee meetings

held relating to student services provided by the Corporation. Shall also submit said report to the Board of Directors at each meeting.

- g. Shall be a member of the Board of Directors.

## **REPRESENTATIVES.**

### **a. COLLEGE OF PROFESSIONAL STUDIES REPRESENTATIVE.**

1. Shall represent students' concerns in matters pertaining to the College of Professional Studies and convey reports back to the Board of Directors, and, when necessary, further investigate these matters.
2. Shall also investigate matters pertaining to students in the college of Professional Studies and convey reports back to the Board of Directors.
3. Shall sit in on any meetings pertaining to the College of Professional Studies.
4. Shall also sit on at least two (2) other University committees as recommended by the Vice President of Academic Affairs.
5. Shall present a typewritten report to the Vice President of Academic Affairs on a monthly basis detailing the actions carried out relating to this office, as well as reports from any University committee meetings attended during this period. Shall also submit said report(s) to the Board of Directors at each meeting.
6. Shall represent undergraduate and graduate students
7. Shall be a student with a major in the College of Professional Studies.
8. Shall meet monthly with the Dean of the College and develop an ad-hoc committee with student representative to discuss issues regarding the College.

9. Shall be a member of Lobby Corp
10. Shall be a member of the Board of Directors

**b. COLLEGE OF BUSINESS ADMINISTRATION AND PUBLIC POLICY REPRESENTATIVE**

1. Shall represent students' concerns in matters pertaining to the College of Business Administration and Public Policy and convey reports back to the Board of Directors, and, when necessary, further investigate these matters.
2. Shall sit in on any meetings pertaining to the College of Business Administration and Public Policy.
3. Shall also sit on at least two (2) other University committees as recommended by the Vice President of Academic Affairs.
4. Shall submit a typewritten report to the Vice President of Academic Affairs on a monthly basis detailing the actions carried out relating to this office, as well as reports from any University committee meetings attended during this period. Shall submit said report(s) to the Board of Directors at each meeting.
5. Shall be a student with a major in the College of Business Administration and Public Policy.
6. Shall represent undergraduate and graduate students
7. Shall meet monthly with the Dean of the College and develop an ad-hoc committee with student representative to discuss issues regarding the College.
8. Shall be a member of Lobby Corp

9. Shall be a member of the Board of Directors.

**c. COLLEGE OF ARTS AND HUMANITIES REPRESENTATIVE.**

1. Shall represent students' concerns in matters pertaining to the College of Arts and Humanities and convey reports back to the Board of Directors, and, when necessary, further investigate these matters.
2. Shall sit in on any meetings pertaining to the College of Arts and Humanities.
3. Shall also sit on at least two (2) other University committees as recommended by the Vice President of Academic Affairs.
4. Shall submit a typewritten report to the Vice President of Academic Affairs on a monthly basis detailing the actions carried out relating to this office, as well as reports from any University committee meetings attended during this period. Shall also submit said report(s) to the Board of Directors at each meeting.
5. Shall be a student with a major in the College of Arts and Humanities.
6. Shall represent undergraduate and graduate students
7. Shall meet monthly with the Dean of the College and develop an ad-hoc committee with student representative to discuss issues regarding the College.
8. Shall be a member of Lobby Corp
9. Shall be a member of the Board of Directors.

**d. COLLEGE OF NATURAL AND BEHAVIORAL SCIENCES REPRESENTATIVE.**

1. Shall represent students' concerns in matters pertaining to the College of Natural and Behavioral Sciences and convey reports back to the Board of Directors, and, when necessary, further investigate these matters.
2. Shall sit in on any meetings pertaining to the College of Natural and Behavioral Sciences.
3. Shall also sit on at least two (2) other University committees as recommended by the Vice President of Academic Affairs.
4. Shall submit a typewritten report to the Vice President of Academic Affairs on a monthly basis detailing the actions carried out relating to this office, as well as reports from any University committee meetings attended during this period. Shall submit said report(s) to the Board of Directors at each meeting.
5. Shall be a student with a major in the College of Natural and Behavioral Sciences.
6. Shall represent undergraduate and graduate students
7. Shall meet monthly with the Dean of the College and develop an ad-hoc committee with student representative to discuss issues regarding the College.
8. Shall be a member of Lobby Corp
9. Shall be a member of the Board of Directors.

**h. INTERNATIONAL STUDENTS REPRESENTATIVE.**

1. Shall represent students' concerns in matters pertaining to international students and convey reports back to the Board of Directors, and, when necessary, further investigate these matters.

2. Shall sit in on any meetings pertaining to International Students.
3. Shall also sit on at least two (2) other University committees as recommended by the Vice President of Academic Affairs.
4. Shall submit a typewritten report to the Vice President of Academic Affairs on a monthly basis detailing the actions carried out relating to this office, as well as reports from any University committee meetings attended during this period. Shall submit said report(s) to the Board of Directors at each meeting.
5. Shall be a member of the Board of Directors.
6. Shall be a member of Lobby Corp
7. Shall represent undergraduate and graduate students

### **Students-at-Large.**

- a. Shall participate in the dissemination of campus wide information.
- b. Shall participate in designated ASI committees and programs to enhance student life.
- c. Shall attend at least one Student at Large orientation and all bi-weekly meetings.

## Gloria Romero Open Meetings Act

CA Education Code sections 89305-89307.4

(Abridged; Headings added.)

89305. This article shall be known, and may be cited, as the Gloria Romero Open Meetings Act of 2000.

### **Open Meeting Rule & Definitions 89305.1**

(a) A legislative body of a student body organization shall conduct its business in public meetings. All meetings of the legislative body shall be open and public, and all persons shall be permitted to attend any meeting of the legislative body, except as otherwise provided in this article.

(b) (1) As used in this article:

(A) "Legislative body" means any or all of the following:

(i) ...

(ii) The governing body of any statewide student organization that

represents either the students of the California State University or the governing bodies of

the student body organizations of the campuses of the California State University, or both.

(iii) A ... committee ... or other body, whether permanent or temporary, created by charter, resolution, or formal action of a legislative body described in clause (i) or (ii). However, an advisory committee is not a legislative body, except that a standing committee of a legislative body, irrespective of its composition, that has a continuing subject matter jurisdiction, or a meeting schedule established by charter, resolution, or formal action of a legislative body is a legislative body for purposes of this article.

(B) "Meeting" includes any congregation of a majority of the membership of a legislative body at the same time and place to hear, discuss, or deliberate upon any item that is within the subject matter jurisdiction of the legislative body to which it pertains.

"Meeting" does not include, and nothing in this section imposes the requirements of this article upon, any of the following:

(i) Individual contacts or conversations between a member of a legislative body and any other person.

(ii) The attendance of a majority of the members of a legislative body at a conference or similar gathering open to the public that involves a discussion of issues of general interest to the public or to higher education of the type represented by the legislative body, provided that a majority of the members do not discuss among themselves, other than as a part of the scheduled program, business of a specified nature that is within the subject matter jurisdiction of the legislative body.

(iii) The attendance of a majority of the members of a legislative body at an open and noticed meeting of another body or entity created or formed by the legislative body, provided that a majority of the members do not discuss among themselves, other than as a part of the scheduled meeting, business of a specific nature that is within the subject matter jurisdiction of the legislative body.

(iv) The attendance of a majority of the members of a legislative

body at a purely social or ceremonial occasion, provided that a majority of the members do not discuss among themselves business of a specific nature that is within the subject matter jurisdiction of the legislative body.

(b) (2) For the purposes of this section, "teleconference" means a meeting of a legislative body, the members of which are in different locations, connected by electronic means, through either audio or video, or both.

In reference to the California Education Code Section 89305.1. (B) (IV) and California State Code Section 2511 (5)-(6).

(c) (1) Notwithstanding any other provision of law, the legislative body may use teleconferencing .... The teleconferenced meeting or proceeding shall comply with all requirements of this chapter and all otherwise applicable provisions of law.

(2) ... All votes taken during a teleconferenced meeting shall be by roll call

(3) If the legislative body elects to use teleconferencing, it shall post agendas at all teleconference locations and conduct teleconference meetings in a manner that protects the statutory and constitutional rights of the parties or the public appearing before the legislative body. Each teleconference location shall be identified in the notice and agenda of the meeting or proceeding, and each teleconference location shall be accessible to the public. The agenda shall provide an opportunity for members of the public to address the legislative body directly pursuant to Section 89306 at each teleconference location.

(d) Nothing in this section shall prohibit a student body organization from providing the public with additional teleconference locations.

(e) No legislative body shall take action by secret ballot, whether preliminary or final.

#### **Definition of “Action taken” 89305.4**

As used in this article, "action taken" means a collective decision made by a majority of the members of a legislative body, a collective commitment or promise by a majority of the members of a legislative body to make a positive or a negative decision, or an actual vote by a majority of the members of a legislative body when sitting as a body or entity, upon a motion, proposal, report, resolution, order, or recommendation.

#### **Meeting Times, Agendas & Emergency Action 89305.5**

(a) Each legislative body shall annually establish, by resolution, bylaws, or whatever other rule is required for the conduct of business by that body, the time and locations for holding regular meetings.

(b) (1) At least 72 hours before a regular meeting, the legislative body, or its designee, shall post an agenda containing a brief general description of each item of business to be transacted or discussed at the meeting, including items to be discussed in closed session. A brief general description of an item generally need not exceed 20 words. The agenda shall specify the time and location of the regular meeting and shall be posted in a location that is freely accessible to members of the public.

(2) No action or discussion shall be undertaken on any item not appearing on the posted agenda, except that a member of a legislative body, or a member of his or her staff, may briefly respond to statements made or questions posed by a person exercising his or her public testimony rights under Section 89306. In addition, on his or her own initiative or in response to questions posed by the public, a member of a legislative body, or a member of his or her staff, may ask a question for clarification, make a brief announcement, or make a brief report on his or her own activities. Furthermore, a member of a legislative body, or the body itself, subject to the rules or procedures of the legislative body, may provide a reference to staff or other resources for factual information, request staff to report back to the body at a subsequent meeting concerning any matter, or take action to direct staff to place a matter of business on a future agenda.

(c) Notwithstanding subdivision (b), the legislative body may take action on items of business that do not appear on the posted agenda, but are publicly identified under any of the following conditions:

(1) Upon a determination, pursuant to Section 89306.5, by the membership of the legislative body that an emergency situation exists.

(2) Upon a determination by a two-thirds vote of the members of the legislative body present at the meeting, or, if less than two-thirds of the members are present, a unanimous vote of those members present, that there is a need to take immediate action and that the need for action came to the attention of the legislative body subsequent to the agenda being posted as specified in subdivision (b).

(3) The item was posted pursuant to subdivision (b) for a prior meeting of the legislative body occurring not more than five calendar days prior to the present meeting.

### **Public Information 89305.7**

Any person may request that a copy of the agenda, or a copy of all the documents that constitute the agenda packet, of any meeting of a legislative body be mailed to that person. Upon receipt of the written request, the legislative body or its designee shall cause the requested materials to be mailed at the time the agenda is posted pursuant to Section 89305.5 or upon distribution to all, or a majority of all, of the members of a legislative body, whichever occurs first. Any request for mailed copies of agendas or agenda packets shall be valid for the calendar year in which it is filed, and shall be renewed following January 1 of each year. The legislative body may establish a fee for mailing the agenda or agenda packet, and that fee shall not exceed the cost of providing the service. Failure of the requesting person to receive the agenda or agenda packet pursuant to this section shall not constitute grounds for invalidation of the actions of the legislative body taken at the meeting for which the agenda or agenda packet was not received.

### **Public Comment 89306**

(a) (1) Every agenda for regular meetings shall provide an opportunity for members of the public to directly address the legislative body on any item affecting higher education at the campus or statewide level, provided that no action shall be taken on any item not appearing on the agenda unless the action is otherwise authorized by subdivision (c) of Section 89305.5.

(2) Notwithstanding paragraph (1), the agenda need not provide an opportunity for members of the public to address the legislative body on any item that has already been considered by a committee, composed exclusively of members of the respective legislative body at a public meeting wherein all interested members of the public were afforded the opportunity to address the committee on the item, before or during the committee's consideration of the item, unless the item has been substantially changed, as determined by the legislative body, since the committee heard the item.

(3) Every notice for a special meeting shall provide an opportunity for members of the public to directly address the legislative body concerning any item that has been described in the notice for the meeting before or during consideration of that item.

(a) A legislative body may adopt reasonable regulations to ensure that the intent of subdivision (b) is carried out, including, but not necessarily limited to, regulations limiting the amount of time allocated for public testimony on a particular issue and for each individual speaker.

(c) A legislative body shall not prohibit public criticism of anything related to the student body organization, the legislative body, or both. Nothing in this subdivision shall confer any privilege or protection for expression beyond that otherwise provided by law.

### **Special & Emergency Meetings 89306.5**

(a) A special meeting may be called at any time by the presiding officer of a legislative body, or by a majority of the membership of the legislative body, by providing written notice to each member of the legislative body, and to each local newspaper of general

circulation and radio or television station that has requested notice of special meetings at least 24 hours prior to the meeting. The written notice shall specify the time and place of the meeting and the business to be transacted or discussed. No other business shall be considered at these meetings by the legislative body. Written notice may be dispensed with as to any member who, at or prior to the time the meeting convenes, provides the clerk or the secretary of the legislative body with a waiver of written notice. Written notice may also be dispensed with as to any member who is actually present at the meeting at the time it convenes.

(b) The call and notice shall be posted at least 24 hours prior to the special meeting in a location that is freely accessible to members of the public.

(c) In the case of an emergency situation involving matters upon which prompt action is necessary due to the disruption or threatened disruption of public facilities, a legislative body may hold an emergency meeting without complying with either the 24-hour notice requirement or the 24-hour posting requirement of subdivision (b), or both.

(d) (1) For purposes of this section, "emergency situation" means either of the following:

(A) Work stoppage or other activity that severely impairs public health, safety, or both, as determined by a majority of the membership of the legislative body.

(B) Crippling disaster that severely impairs public health, safety, or both, as determined by a majority of the membership of the legislative body.

(2) Each local newspaper of general circulation and radio or television station that has requested notice of special meetings pursuant to subdivision (a) shall be notified by the presiding officer of the legislative body, or his or her designee, one hour prior to the emergency meeting by telephone. If necessary, the presiding officer or designee shall use all of the telephone numbers provided in the most recent request of that newspaper or station for notification of special meetings to notify the newspaper or radio of the special meeting.

(e) Notwithstanding subdivision (c) of Section 89307, the legislative body shall not meet in closed session during a meeting called pursuant to this section.

(f) The legislative body shall post in a public place, as soon after the meeting as possible and for a minimum of 10 days, the minutes of a meeting called pursuant to subdivision (c), a list of persons who the presiding officer of the legislative body, or designee, notified or attempted to notify, a copy of the roll call vote, and any actions taken at the meeting.

### **Closed Sessions 89307**

(a) Any legislative body may hold a closed session under any of the following circumstances:

(1) A closed session with its negotiator prior to the purchase, sale, exchange, or lease of real property by or for the student body organization to grant authority to its negotiator regarding the price and terms of payment for the purchase, sale, exchange, or lease. Prior to the closed session, the legislative body shall hold an open and public session in which it identifies its negotiators, the real property or real properties that the negotiations may concern, and the person or persons with whom its negotiators may negotiate.

(b) (1) Based on advice of its legal counsel, holding a closed session to confer with, or receive advice from, its legal counsel regarding a liability claim or pending litigation when discussion in open session concerning the matter would prejudice the position of the student body organization in the litigation.

(2) For purposes of this subdivision, all applications of the lawyer-client privilege other than those provided in this section are hereby abrogated. This section is the exclusive expression of the lawyer-client privilege for purposes of conducting closed-session meetings pursuant to this article.

(3) For purposes of this subdivision, "litigation" means any adjudicatory proceeding,

including, but not limited to, eminent domain, court proceeding, or a proceeding of an administrative body exercising its adjudicatory authority, hearing officer, or arbitrator.

(4) For purposes of this subdivision, litigation shall be considered pending when any of the following circumstances exist:

(A) Litigation, to which the student body organization is a party, has been initiated formally.

(B) A point has been reached where, in the opinion of the legislative body on the advice of its legal counsel, based on existing facts and circumstances, there is a significant exposure to litigation against the student body organization.

(C) Based on existing facts and circumstances, the legislative body is meeting only to decide whether a closed session is authorized pursuant to subparagraph (B).

(D) Based on existing facts and circumstances, the legislative body has decided to initiate, or is deciding whether to initiate, litigation.

(5) Prior to holding a closed session pursuant to this section, the legislative body shall state on the agenda or publicly announce and identify the provision of this section that authorizes the closed session. If the session is closed pursuant to paragraph (1), the legislative body shall state the title of or otherwise specifically identify the litigation to be discussed, unless the legislative body states that to do so would jeopardize the ability of the student body organization to effectuate service of process upon one or more unserved parties, or that to do so would jeopardize its ability to conclude existing settlement negotiations to its advantage.

(6) For purposes of this subdivision, a student body organization shall be considered to be a "party" or to have a "significant exposure to litigation" if an officer or employee of the

student body organization is a party or has significant exposure to litigation concerning prior or prospective activities or alleged activities during the course and scope of that office or employment, including litigation in which it is an issue whether an activity is outside the course and scope of the office or employment.

(c) (1) Nothing contained in this section shall be construed to prevent a legislative body from holding closed sessions ... to consider the appointment, employment, evaluation of performance, discipline, or dismissal of an employee of the student body organization or to hear complaints or charges brought against the employee by another person or employee unless the employee requests a public session.

(2) As a condition to holding a closed session on specific complaints or charges brought against an employee by another person or employee, the employee shall be given written notice of his or her right to have the complaints or charges heard in an open session rather than a closed session, which notice shall be delivered to the employee personally or by mail at least 24 hours before the time for holding the session. If notice is not given, any disciplinary or other action taken by the legislative body against the employee based on the specific complaints or charges in the closed session shall be null and void.

(3) A legislative body also may exclude from the public or closed meeting, during the examination of a witness, any or all other witnesses in the matter being investigated by the legislative body.

(4) For the purposes of this subdivision, the term "employee" shall include an officer or an independent contractor who functions as an officer or an employee of the student body organization, but shall not include any elected official, member of a legislative body, or other independent contractor. Closed sessions held pursuant to this section shall not include discussion or action on proposed compensation except for a reduction of compensation that results from the imposition of discipline.

(d) (1) A legislative body shall publicly report any action taken in closed session and the vote or abstention of every member present thereon, as follows:

(A) Approval of an agreement concluding real property negotiations pursuant to subdivision (a) shall be reported after the agreement is final, as follows:

(i) If its own approval renders the agreement final, the legislative body board or sub board shall report that approval and the substance of the agreement in open session at the public meeting during which the closed session is held.

(ii) If final approval rests with the other party to the negotiations, the legislative body shall disclose the fact of that approval and the substance of the agreement upon inquiry by any person, as soon as the other party or its agent has informed the legislative body of its approval.

(B) Approval given to its legal counsel to defend, or seek or refrain from seeking appellate review or relief, or to enter as an amicus curiae in any form of litigation, as the result of a consultation under subdivision

(b) Shall be reported in open session at the public meeting during which the closed session is held. The report shall identify, if known, the adverse party or parties and the substance of the litigation. In the case of approval given to initiate or intervene in an action, the announcement need not identify the action, the defendants, or other particulars, but shall specify that the direction to initiate or intervene in an action has been given and that the action, the defendants, and the other particulars shall, once formally commenced, be disclosed to any person upon inquiry, unless to do so would jeopardize the ability of the student body organization to effectuate service of process on one or more unserved parties, or that to do so would jeopardize its ability to conclude existing settlement negotiations to its advantage.

(C) Action taken to appoint, employ, dismiss, accept the resignation of, or otherwise affect the employment status of an employee of the employee organization in closed session pursuant to subdivision (c) shall be reported at the public meeting during which the closed session is held. Any report required by this subparagraph shall identify the title of the employee's position. Notwithstanding the general requirement of this subparagraph, the report of a dismissal or of the nonrenewal of an employment contract

shall be deferred until the first public meeting following the exhaustion of administrative remedies, if any.

(2) Reports that are required to be made pursuant to this subdivision may be made orally or in writing. A legislative body shall provide to any person who has submitted a written request to the legislative body within 24 hours of the posting of the agenda, or to any person who has made a standing request for all as part of a request for notice of meetings pursuant to Section 89306.5...

(3) No action for injury to a reputational, liberty, or other personal interest may be commenced by or on behalf of any employee or former employee with respect to whom a disclosure is made by a legislative body in an effort to comply with this subdivision.

### **Disruptions 89307.1**

In the event that any meeting is willfully interrupted by a group or groups of persons so as to render the orderly conduct of that meeting unfeasible, and order cannot be restored by the removal of individuals who are willfully interrupting the meeting, the members of the legislative body conducting the meeting may order the meeting room cleared and continue in session. Only matters appearing on the agenda may be considered in that session. Representatives of the press or other news media, except those participating in the disturbance, shall be allowed to attend any session held pursuant to this section. Nothing in this section shall prohibit the legislative body from establishing a procedure for readmitting an individual or individuals not responsible for willfully disturbing the orderly conduct of the meeting.

### **Non-discrimination 89307.2**

(a) No legislative body of a local agency shall conduct any meeting in any facility that prohibits the admittance of any person, or persons, on the basis of race, religious creed, color, national origin, ancestry, or sex, or which is inaccessible to disabled persons, or where members of the public may not be present without making a payment or purchase. This section shall apply to every legislative body as defined in Section 89305.1.

### **Violations 89307.4**

Each member of a legislative body who attends a meeting of that legislative body where an action is taken in violation of any provision of this article, with knowledge that the meeting is in violation of this article, is guilty of a misdemeanor.<sup>3</sup>

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<sup>3</sup> Board Member Briefs. Long Beach, CA: California State University Long Beach Associated Students, Incorporated, 2006