

BYLAWS OF
Otter Student Union at CSU Monterey Bay
A California Nonprofit Public Benefit Corporation

ARTICLE 1: OFFICES

Section 1.1 Principal Office

The principal office for the transaction of the business of the Otter Student Union at CSU Monterey Bay, herein described as OSU, shall be located at CSU Monterey Bay, 100 Campus Center, Student Center, Seaside, California. The 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 OSU Board of Directors may at any time establish branch offices, either within or outside the State of California, in order to advance the proper purposes of the OSU.

ARTICLE 2: OBJECTIVES AND PURPOSES

OSU has been formed under the California Nonprofit Public Benefit Corporation Law for the purposes stated in the Articles of Incorporation.

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 OSU. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of OSU shall be distributed as stated in the Articles of Incorporation.

ARTICLE 4: DIRECTORS

Section 4.1 Powers

- (a) General Corporate Powers. The business and affairs of OSU shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.
- (b) Specific Powers. Without prejudice to their general powers, the Board of Directors shall have the power to:
 - (i) Select and remove Officers of OSU prescribe any powers and duties for them that are consistent with the law, with the Articles of Incorporation, and with these Bylaws; and fix their compensation, if any.
 - (ii) Change the principal executive office or the principal business office in the State of California from one location to another; cause OSU to be qualified to do business in

any other state, territory, dependency, or country, and conduct business within or outside the State of California; and designate any place within or outside the State of California for the holding of any meeting.

(iii) Adopt, make, and use a corporate seal and alter the form of the seal.

(iv) Borrow money and incur indebtedness on behalf of OSU 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.

(c) The Board shall, in collaboration with the OSU Director, develop, review, adopt, and provide oversight of policy, budget, and major transactions of the Otter Student Union. The Board shall review and approve the annual budget for the Otter Student Union in accordance with university procedures at the Annual Board Meeting. The budget shall be proposed by the Budget Committee as set forth under Section 5.4.

(d) Emergency Powers and Board Actions. In anticipation of or during an emergency, the Board of Directors may, in accordance with Corporations Code Section 5140(n), take actions necessary to conduct the OSU ordinary business operations and affairs

Section 4.2 Number of Directors on the Board

The number of Directors on the Board, appointed and designated, shall be up to fourteen (14), and shall include the categories required by California Code of Regulations, Title 5, Section 42602(b)(2).

Section 4.3 Board of Directors Composition, Terms, and Duties; Liaisons

(a) The OSU's year for purposes of Board of Directors, including officers, terms begins upon adjournment of the last Board meeting in the spring semester through the last meeting of the following spring semester.

(b) Directors of the Board are expected to fulfill their duties as required in the Responsibilities and Expectations Statement adopted by resolution of the Board.

(c) The composition of the Board of Directors as of the initial meeting of the Board shall be those persons whose names are attached to these Bylaws as Exhibit A.

Initial appointees of the Board of Directors shall each serve until the date their successor is determined as set forth in this section. Subsequently, the following will be appointed to the Board of Directors:

Appointed Directors of the Board. 8-11 students, 1 faculty, 1 alumni, and 1 community representative. All appointed directors of the Board shall be appointed by the President of California State University, Monterey Bay annually for one year terms.

3-4 appointed directors will serve as Officers in the roles of chair, vice chair, treasurer, and secretary.

Designated Directors of the Board. The OSU Director or designee and the Vice President for Student Affairs or designee.

Liaisons to the Board of Directors. The following designees serve as liaisons to the Board of Directors: OSU staff. The Board of Directors may by resolution designate other Liaison Representatives.

Section 4.4 Qualifications of Board Members

(a) Appointed Directors of the Board.

Students. Any student enrolled and attending classes at California State University, Monterey Bay, as appointed by the President of California State University, Monterey Bay. **Alumni.** An alumni representative appointed by the President of California State University, Monterey Bay.

Faculty. The Academic Senate shall nominate a faculty member for appointment by the President of California State University, Monterey Bay prior to the Annual Meeting.

Community. A community representative appointed by the President of California State University, Monterey Bay.

(b) Designated Directors of the Board. The OSU Director and Vice President for Student Affairs serve open terms while in their respective office and may designate their position on the Board annually.

(c) Holding Concurrent Offices. To promote the widest student leadership participation and representation, elected Associated Student officers may not hold an OSU elected officer position.

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 Director of the Board.

(ii) The declaration by resolution of the Board of Directors of a vacancy in the office of a Director of the Board who has been declared of unsound mind by court order or convicted of a felony, or who has been found by final order or judgment of any court to have breached a duty under Corporation Code Section 5231 and following of the California Nonprofit Corporation Law.

(iii) Any unfilled position prior to the annual meeting pursuant to the provisions of Section 4.3(a).

(v) The increase of the authorized number of Directors of the Board.

(vi) Employment of a Director of the Board.

(b) Resignation. Except as provided in this paragraph, any Director of the Board may resign, whose resignation shall be effective upon receipt of written notice by the Chair of the Board, or the Secretary, unless the notice specifies a later effective date for the resignation.

(c) Removal.

- (i) Any appointed Director of the Board may be removed, with or without cause, by two thirds (2/3) vote of the majority of the Board of Directors at a special meeting called for that purpose, or at a regular meeting, provided notice of that meeting and of the removal questions are given as provided in Section 4.9. Any vacancy caused by the removal of a Director of the Board shall be filled as provided in Section 4.5.
- (ii) Directors of the Board are expected to regularly attend and participate in Board and assigned committee meetings. A Director of the Board absent three (3) consecutive regularly scheduled Board and/or committee meetings in a semester shall be subject to removal from the Board through a process established by resolution.
- (iii) Filling of Vacancies. Any vacancy caused by the death, resignation, or removal of a Director of the Board shall be filled in accordance with the provisions of Section 4.3 for the unexpired term of the predecessor.

Section 4.6 Place of Meeting; Meeting by Telephone

(iv) Regular meetings of the Board of Directors may be held at any place within or outside the State of California, as designated from time to time by resolution of the Board. In the absence of such designation, regular meetings shall be held at the principal office of the OSU. Special meetings of the Board shall be held at any place within or outside of the State of California, as designated in the notice of meeting or, if not stated in the notice or if there is no notice, at the principal office of OSU. Notwithstanding the above provisions of this Section 4.6, a regular or special meeting of the Board of Directors may be held at any place consented to in writing by all Directors of the Board, either before or after the meeting. Directors of the Board 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 Director of the Board participating in the meeting can communicate with all the other Directors of the Board concurrently; (b) each Director of the Board is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by OSU; and (c) OSU 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 Director of the Board entitled to participate in the Board meeting; and (ii) all statements, questions, actions, or votes were made by that Director of the Board and not by another person not permitted to participate as a Director of the Board. Participation in a meeting pursuant to this bylaw shall constitute presence in person at such meeting.

Section 4.7 Annual Meeting

The Board of Directors shall hold a meeting once a year at a time and place designated by the Board of Directors as the last meeting of the spring semester for purposes of seating appointed Directors of the Board, including officers; seating designated Directors of the Board

or their designees; appointing committees; and transacting regular business. Notice of these meetings shall be in accordance with Section 4.9.

Section 4.8 Special Meetings

Special meetings of the Board of Directors for any purpose may be called at any time by the Chair of the Board or any three Directors of the Board. Notice of these meetings shall be in accordance with Section 4.9.

Section 4.9 Meeting Notice and Conduct Requirements

The notice of and conduct of meetings of the Board of Directors or any committee (sub-board) with Board delegated authority shall conform to California Education Code Section 89920 et. seq., and in compliance with Section 14.2 of these Bylaws, provided that such notice may be waived by any Director of the Board as set forth in Section 4.10. Notice to Directors of the Board shall not be given by electronic transmission if the OSU is unable to deliver two consecutive notices to a Director of the Board by that means, or if the inability to deliver the notice becomes known to the Secretary or other person responsible for giving such notice.

Section 4.10 Waiver of Notice

Notice of a meeting need not be given to any Director of the Board who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent shall 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 meetings. 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 Director of the Board who attends the meeting without protesting before or at its commencement about lack of adequate notice.

Section 4.11 Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 4.12. Every act or decision done or made by a majority of the Directors of the Board present at a meeting held at which a quorum is present shall be regarded as the act of the Board of Directors, subject to the provisions of the California Nonprofit Corporation Law. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of any Director of the Board, if any action taken is approved by at least a majority of the quorum required for the meeting.

Section 4.12 Adjournment

A majority of the Directors of the Board present, whether or not constituting a quorum, may adjourn any meeting to another time and place with proper notice.

Section 4.13 Notice of Adjournment

Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case notice of the time and place shall be given before the time of the adjourned meeting to the Directors of the Board who were not present at the time of the adjournment. This notice may be waived in the same manner as set forth under Section 4.10.

Section 4.14 Compensation of Directors

Students appointed as Officers of the Board of Directors are eligible for remuneration for their time and commitment to OSU. The Board shall establish the terms and conditions of such a remuneration program. The Board may authorize the advance or reimbursement of actual reasonable expenses incurred by a Director of a Board in carrying out their duties on a Board committee. Directors of the Board shall not otherwise be compensated.

Section 4.15 Restriction on Interested Directors

Not more than 49 percent of the persons serving on the Board of Directors at any time may be interested persons. An interested person is (a) any person compensated by OSU for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise; (b) any shareholder, employee or officer of any corporation, or partner or employee of any partnership, which has rendered compensated services to the OSU within the previous 12 months; and (c) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, mother-in-law, or father-in-law of any person described in (a) or (b) of these Bylaws. Any violation of the provisions of this paragraph shall not, however, affect the validity or enforceability of any transaction entered into by the OSU.

ARTICLE 5: COMMITTEES

Section 5.1 Board of Directors Committees

The Board of Directors may, by resolution adopted by a majority of the Directors of the Board then in office, designate one or more committees consisting of three (3) or more Directors of the Board to serve at the pleasure of the Board. A Director of the Board may be removed, with or without cause, from a committee, at any time by the Board. Any committee, to the extent provided in the resolution of the Board, shall have all or a portion of the authority of the Board, except that no committee, regardless of the Board resolution, may:

- (a) Amend or repeal the Articles of Incorporation or Bylaws or adopt new Bylaws; (b) Amend or repeal any resolution of the Board;
- (c) Designate any other committee of the Board or change the composition of any committee;
- (d) Approve any transaction (i) to which OSU is a party and as to which one or more Directors of the Board has a material financial interest, or (ii) between OSU and one

or more of its Directors of the Board or between OSU and any corporation or firm in which one or more of its Directors has a material financial interest.

Section 5.2 Executive Committee

The Chair of the Board, Vice Chair, Secretary, Treasurer and OSU Director and Vice President for Enrollment Management & Student Affairs serve as the Executive Committee of the Board. The Chair of the Board shall serve as chair of the Executive Committee. The Executive Committee, unless limited by a resolution of the Board, shall have and may exercise all the authority of the Board in the management of the business and affairs of OSU between meetings of the Board, or when the Board is unable to meet; provided, however, that the Executive Committee shall not have the authority of the Board in reference to those matters enumerated in Section 5.1.

Section 5.3 Audit Committee

At all times that OSU is required by applicable law to have an independent audit. The OSU shall have an Audit Committee consisting of at least one Director of the Board. The Audit Committee member shall serve as a member of the joint Auxiliary Audit Committee. The Auxiliary Audit Committee Member shall be responsible for recommending to the BOD the retention and termination of the independent auditor and may negotiate the independent auditor's compensation on behalf of the BOD. The audit committee shall confer with Corporation and the auditor to satisfy its members that the financial affairs of the BOD are in order, shall review and determine whether to accept the audit, shall assure that any non-audit services performed by the auditing firm conform to standards for auditor independence and shall approve performance of non-audit services by the auditing firm. The committee shall present an update to the BOD on the financial affairs of the OSU on at least an annual basis. The committee shall comply with all applicable state and federal law, and CSU, CSUMB, and University Corporation policies in executing its duties and in advising the Board.

Section 5.4 Budget Committee

The Budget Committee shall be composed of the OSU Director, the Treasurer, the VP of Student Affairs or designee, and the Chief Financial Officer (CFO) or designee. The budget committee shall work to develop a proposed budget for the Otter Student Union for the next fiscal year and shall present the proposed budget to the Board for consideration and approval as defined in Section 4.1. This committee will also consider any other financial matters that may arise and make recommendations to the board.

Section 5.5 Advisory Committees

The Board may establish one or more advisory committees to the Board, which may consist of no less than three Directors of the Board. Advisory committees may not exercise the authority of the Board to make decisions on behalf of the corporation but shall be limited to making recommendations to the Board or the Board's authorized representatives and to implementing Board decisions and policies. Advisory committees shall be subject to the supervision and control of the Board. Each committee shall receive a charge statement from the Board identifying the nature and scope of the committee's function.

Section 5.6 Meeting and Action of Committees

The Board of Directors may adopt rules for any committee not inconsistent with the provisions of these Bylaws. Committees with Board delegated authority shall be considered sub boards for the application of the open meeting law requirements applicable to the Board of Directors in Section 4.9.

Section 5.7 Committee Chair and Composition

Committees are typically chaired by a student Director of the Board who is appointed by the Board Chair. Committee members are appointed by the Board Chair and confirmed by the Board of Directors. Interim committee member appointments permit a committee to convene and organize pending Board confirmation action.

Section 5.8 Board of Directors Selection Committee

The Selection Committee makes recommendations to the President of California State University, Monterey Bay, who will officially appoint officers for one-year academic terms. The board should establish the Board of Directors Selection Committee by the first meeting of Spring semester. The committee should consist of no more than 4 board of directors and a minimum of 3 board of directors. The committee should be overseen by the OSU Director. The board should approve the committee at the board meeting.

ARTICLE 6: OFFICERS

Section 6.1 Officers

OSU shall have the following Officers: Chair, Vice Chair, Secretary, Treasurer, and such other Officers as the Board may designate by resolution and appoint pursuant to Section 6.3. As indicated in Section 4.3, Officers shall be Appointed Directors. One person may hold two or more offices, except no person serving as Secretary or Treasurer may serve concurrently as Chair of the Board. Officers are generally responsible for their respective duties described in this Article, or as may be assigned by the Board of Directors to carry out the affairs of OSU in an orderly manner.

Section 6.2 Selection of Officers

The Officers of OSU shall be selected through a process determined by the Selection Committee of the Board of Directors. The Selection Committee makes recommendations to the President of California State University, Monterey Bay who will officially appoint Officers for one-year academic terms. Officers may be reelected for successive terms without limit.

Section 6.3 Subordinate Officers

The Board of Directors may establish and appoint any other Officers that the business of the OSU may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified by the Bylaws or determined from time to time by the Board of Directors. Such subordinate officers need not be Board members.

Section 6.4 Removal of Officers

Any Officer may be removed, with or without cause, by the Board of Directors, at any regular or special meeting of the Board by a two-thirds (2/3) majority vote. A removed officer remains a Board member unless subject to removal under Section 4.5.

Section 6.5 Resignation of Officers

Any Officer may resign at any time by giving written notice to the Board of Directors, the Chair, or the Secretary of OSU. 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 standing as a Director of the Board.

Section 6.6 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 Section 6.2 of these Bylaws.

Section 6.7 Responsibilities of Officers

- (a) Chair. The Chair (Chair of the Board of Directors) shall have powers and duties as prescribed in writing by the Board of Directors or these Bylaws. The Chair shall be responsible to the Board of Directors, shall see that the Board is advised on all significant matters of OSU's business, and shall see that all orders and resolutions of the Board are carried into effect. The Chair shall be empowered to act, speak for, or otherwise represent OSU between meetings of the Board within the boundaries of policies and purposes established by the Board and as set forth in the Articles of Incorporation and these Bylaws. The Chair shall be responsible for keeping the Board informed on staff performance, progress on program objectives, and for implementing any policies adopted by the Board.

(b) Vice-Chair. The Vice-Chair serves as Chair in the Chair's absence. Preside over meetings of OSU BOD according to accepted Robert's Rules of order for purposes of encouraging all members to participate and arrive at decisions in an orderly, timely, and democratic matter. Be the primary source of contact with the community. Chair additional committees as needed. Take responsibilities of the other officers in their absence. Be familiar with current OSU BOD governing documents in order to assist and direct the Board. Performs other duties as may be assigned by the Board of Directors.

(c) Secretary. The Secretary shall attend to the following:

(i) Book of Minutes. The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of Directors of the Board and committees of Directors of the Board, with the time and place of holding regular and special meetings, and if special, how authorized, the notice given, the names of those present at such meetings, and the proceedings of such meetings.

(ii) Notices and Other Duties. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors required by the Bylaws to be given. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

(d) Treasurer. The Treasurer shall cause to be kept and maintained adequate and correct books and records of accounts of the properties and business transactions of OSU, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director of the Board at all reasonable times. The treasurer shall attend the Financial Audit Committee and serve on the Budget Committee for the Board of Directors. The treasurer must keep the Board of Directors fully apprised of budget, policy issues and program performance. The Treasurer may perform additional duties as assigned by the Board of Directors.

(e) OSU Officers shall function with each other and with the OSU Director collaboratively to achieve the purposes and objectives of the Corporation in an effective manner.

(f) An OSU Board officer shall be designated as an Associated Students (AS) liaison each year. The liaison role is appointed to represent the varying interests of the Otter Student Union and Associated Students. The liaison shall attend relevant meetings and represent the OSU on the AS Election committee, advocating for student interests on behalf of the OSU, and helping to keep the OSU Board apprised of student-related initiatives, programs, and activities.

Section 6.8 Responsibilities of Student Directors (non officers)

Student Directors. Student directors are responsible for representing the interests of the student body to the university administration and to the public. Attend OSU board meetings and participate in assigned committees as determined by the board. Represent, speak out and advocate on behalf of students and their needs and interests.

ARTICLE 7: RECORDS AND REPORTS

Section 7.1 Maintenance of Articles and Bylaws

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

Section 7.2 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 OSU. 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 7.3 Inspection by Directors of the Board

Every Director of the Board shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of OSU and each of its subsidiary corporations. This inspection by a Director of the Board 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 7.4 Annual Reports

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

- (a) The assets and liabilities, including the trust funds, of OSU as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of OSU both unrestricted and restricted for particular purposes, for the fiscal year;
- (d) The expenses or disbursements of OSU 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 OSU (or its parent or subsidiaries, if any) was a party and in which any Director of the Board 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 Director of the Board of OSU pursuant to Article 8 of these Bylaws, unless such indemnification has already been approved pursuant to Section 8.1.

The report shall be accompanied by any report of independent accountants or, if there is no such report, by the certificate of an authorized designee of OSU that such statements were prepared without an audit from the books and records of OSU. Such report may be furnished to the Directors of the Board by electronic transmission in accordance with Section 14.2 of these Bylaws.

Section 7.5 Financial Audit

OSU 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 OSU, 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 three (3) years, such statements (a) shall be available at OSU'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 OSU's website.

ARTICLE 8: INDEMNIFICATION OF DIRECTORS OF THE BOARD

Section 8.1 Right to Indemnification

OSU 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 a Director of the Board, including Officers, or agent of OSU, or is or was serving at the request of OSU as a director, 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 a Director of the Board, including Officers, or agent of OSU under California law, the determination as to whether the applicable standard of conduct set forth in Corporations Code Section 5238 has been met shall be made by a majority vote of a quorum of Directors of the Board who are not parties to the proceeding. If the number of Directors of the Board who are not parties to the proceeding is less than two-thirds of the total number of Directors of the Board 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 insure to the benefit of the heirs, executors, and administrators of such a person.

Section 8.2 Insurance

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

ARTICLE 9: CONTRACTS AND LOANS WITH DIRECTORS

Section 9.1 Contracts with Directors of the Board

(a) No Director of the Board, including Officers, of OSU, nor any other corporation, firm, association, or other entity in which one or more of OSU's Directors of the Board are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or other transaction with OSU, unless

- (i) the material facts regarding such Director's or Officer's financial interest in such contract or transaction and/or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and are noted in the minutes, or are known to all Directors of the Board prior to consideration by the Board of such contract or transaction;
- (ii) such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the vote or votes of such interested Director(s) of the Board;
- (iii) prior to authorizing or approving the transaction, the Board considers and in good faith determines after reasonable investigation under the circumstances that OSU could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and
- (iv) OSU enters into the transaction for its own benefit, and the transaction is fair and reasonable to OSU at the time the transaction is entered into.

(b) The provisions of this Section do not apply to a transaction which is part of an educational or charitable program of OSU if it: (i) is approved or authorized by OSU in good faith and without unjustified favoritism; and (ii) results in a benefit to one or more Directors of the Board, including Officers or their families because they are in the class of persons intended to be benefited by the educational or charitable program of OSU.

Section 9.2 Loans to Directors of the Board

OSU shall not make any loan of money or property to or guarantee the obligation of any Director of the Board, including Officers, unless approved by the Attorney General of the State of California; provided, however, that OSU may advance money to a Director of the Board of OSU for expenses reasonably anticipated to be incurred in the performance of the duties of such Director of the Board, provided that in the absence of such advance such Director of the Board would be entitled to be reimbursed for such expenses by OSU.

Section 9.3 Contracts and Other Obligations

Except as otherwise authorized by action of the Board, no Director of the Board or agent of OSU may enter into any contract, or execute or endorse any instrument in the name of, or on behalf of, OSU. This restriction shall not be construed to limit the authority of authorized officers or agents of OSU to make or enter into contracts, agreements or expenditures for the maintenance and operation of OSU when previously authorized by the Board or a designee.

ARTICLE 10: FISCAL YEAR

The fiscal year of OSU shall end on June 30 and begin July 1.

ARTICLE 11: AMENDMENTS

These Bylaws may be adopted, amended, or repealed by a majority vote of all Directors of the Board; provided, however, that amendment or repeal of Section 4.3, Section 4.5, or this ARTICLE 11 shall require the unanimous approval of the Board of Directors. The adoption, and any amendments or repeal of these Bylaws shall also require the written concurrence of the President of California State University, Monterey Bay.

ARTICLE 12: MEMBERS

OSU shall not have voting members within the meaning of the California Nonprofit Corporation Law.

ARTICLE 13: SUPPORTING ORGANIZATION RESTRICTIONS

OSU shall not accept any contribution from any "prohibited person." For purposes of this Section, a "prohibited person" is: (i) a person who controls, directly or indirectly, either alone or with persons listed described in (ii) and (iii) below, the governing body of OSU or any successor organization pursuant to Article 3 of these Bylaws; (ii) a member of the family of an individual listed in (i) above; or (iii) a corporation, partnership, trust, or estate more than 35 percent of which is actually or constructively controlled by persons described in (i) or (ii) above. For purposes of this Section, a member of an individual's family includes his or her spouse, ancestors, children, grandchildren, great-grandchildren, and spouses of children, grandchildren, and great-grandchildren, as well as the individual's brothers and sisters and their spouses.

ARTICLE 14: CONSTRUCTION AND DEFINITIONS

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 OSU, OSU has obtained an unrevoked written consent from the recipient to the use of such means of communication; (ii) for electronic transmissions to OSU, OSU 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.

CERTIFICATE OF ADOPTION BY INCORPORATOR

I, the undersigned, as Incorporator, do hereby certify that the foregoing Bylaws consisting of XX pages have been adopted as the Bylaws of the Corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name this XXth day of Month, Year.

Chelsea Buffington

Director

EXHIBIT A

INITIAL MEMBERS OF THE BOARD OF DIRECTORS

Name Term Expires

Christian Candelaria, Residential Housing Association N/A

Christine Erickson, Dean of Students N/A

Kimberly Haley, Inter-Club Council N/A

Shanna Kinzel, Interim Director Student Union N/A

Jasmine Lottier, Otter Cross Cultural Center N/A

Lauren McClain, Associated Students N/A

Joshua Mueller, Recreation N/A

Michael B. Scott, Faculty Senate N/A

Olivia Warren, Multicultural Greek Council N/A