

**BYLAWS OF THE
AUXILIARY ORGANIZATIONS ASSOCIATION,
a California Public Benefit Corporation**

**ARTICLE I
Name**

Section 1. The name of this corporation is Auxiliary Organizations Association.

**ARTICLE II
Nature and Purposes**

Section 1. This corporation is organized under the California Nonprofit Public Benefit Corporation Law for public purposes.

Section 2. The purpose of this corporation shall be to support and enhance the educational mission of its member auxiliary organizations by providing the resources and services to enable them to be effective. However, this corporation is not an auxiliary organization as defined by California Education Code Section 89901.

**ARTICLE III
Membership**

Section 1. Membership in the corporation shall be open to any auxiliary organization as defined by California Education Code Section 89901 and operating in good standing within the California State University.

Section 2. The Executive Committee, as defined herein, may, by resolution, confer affiliated membership upon persons or organizations. Affiliated members shall not have any right to vote, but shall have such other rights, privileges, preferences, restrictions, and conditions as the Executive Committee may determine.

Section 3. Each member auxiliary organization shall have one vote on each matter submitted to a vote of the members in accordance with the Articles of Incorporation, these Bylaws, and as required by law. Notwithstanding the foregoing, any member auxiliary organization that has not paid its annual dues as set forth herein shall have their right to vote suspended until their annual dues are paid and current as determined by the Executive Committee in consultation with the corporation's Treasurer. Such action to suspend a member shall be in accordance with the procedures established by the Executive Committee consistent with Section 5341 of the California Corporations Code.

Section 4. The corporation's dues for member auxiliary organizations shall be established by the Executive Committee pursuant to this section. The Executive Committee shall have the power to establish the amount of the annual dues and may increase the dues a maximum of ten (10) percent per calendar year for the next calendar year as may be necessary to sustain the financial stability of the corporation and to maintain the level of service to its members. Member auxiliary organizations shall

be notified of a dues increase a minimum of 30 days prior to July 1 of the fiscal year in which the increase occurs. The member auxiliary organizations shall be invoiced each calendar year on or by April 1st for their annual dues. The dues shall be payable within thirty (30) days of being invoiced.

Section 5. In addition to a member auxiliary organization being subject to suspension of their right to vote for failure to pay their annual dues as set forth herein, the Executive Committee may establish, in writing, any other grounds for the suspension or termination of a member auxiliary organization's membership consistent with the requirements of Section 5341 of the California Corporations Code.

Section 6. No membership or right arising from membership in this corporation may be transferred to any other auxiliary organization or person. All membership rights shall cease on the dissolution or removal from good standing of a member auxiliary organization.

ARTICLE IV Governance

Section 1. Subject to limitations imposed in the Articles of Incorporation, these Bylaws, the Nonprofit Public Benefit Corporation Law and any other applicable laws, the activities and affairs of this corporation shall be managed and all corporate powers exercised by or under the direction of the Executive Committee. The Executive Committee shall be this corporation's governing body. The Executive Committee shall set the policies and oversee strategic direction and operations of the corporation. The Executive Committee may delegate the management of the activities of the corporation to any person or persons, provided that the activities and affairs of this corporation shall be managed and all corporate powers shall be exercised under the ultimate direction and authority of its governing body.

Pursuant to California Corporations Code Section 5140 subdivision (n), the Executive Committee may take appropriate actions in anticipation of or during an emergency.

Section 2. Executive Committee members shall be elected at the corporation's regular meeting conducted at its annual conference and shall serve staggered two-year terms. Standing Committee Chairs serve on the Executive Committee and shall be selected in accordance with the respective Standing Committee Operating Guidelines. The President and President-elect shall be elected at the corporation's annual conference. The President, President-elect, and Executive Committee members shall assume their respective office or position upon conclusion of each annual conference and their term shall continue throughout the subsequent annual conference until its conclusion.

In the event the President is unable to complete the term of office, the Executive Committee shall appoint a member of the Executive Committee to serve as President for the unexpired term of office. In the event the President-Elect is unable to complete a term of Office, the Executive Committee shall appoint a member of the Executive Committee to serve as President-Elect for the remainder of the term. In the event the immediate Past President is unable to complete a term of Office, the Executive Committee shall appoint a past president to complete the term.

Section 3. The officers of the corporation shall be subject to the direction of the Executive Committee and the membership of the corporation voting at a duly held meeting.

Section 4. The Executive Committee shall consist of the following members: the President, the President-Elect, the Secretary, the Treasurer, the Immediate Past President, the standing committee chairpersons, and at least six, but not more than ten management employees of member organizations. To the extent practical, Executive Committee membership shall be reflective of corporation's constituent interest. The standing committees of the corporation shall be established by the Executive Committee.

Section 5. Formal actions of the Executive Committee shall be reported to the Membership in a timely fashion.

Section 6. Unless otherwise provided in these Bylaws, a vacancy on the Executive Committee shall be filled by appointment by the President.

Section 7. Executive Committee members and officers, except for the Secretary and Treasurer, must be member employees, classified as direct, assigned, or reimbursed.

Section 8. Each Executive Committee member shall have one vote on each matter presented to the Executive Committee for action. No Executive Committee member may vote by proxy.

Section 9. Any action required or permitted to be taken by the Executive Committee may be taken without a meeting, if all members of the Executive Committee, individually or collectively, consent in writing to the action. For the purposes of this section only, "all members of the Executive Committee" shall not include any "interested director" as defined in Section 5233 of the California Corporations Code. Such written consent shall have the same force and effect as a unanimous vote of the Executive Committee taken at a meeting. Such written consent or consents shall be filed with the minutes of the proceedings of the Executive Committee. Written consent may be transmitted by first-class mail, messenger, courier, facsimile, e-mail or any other reasonable method satisfactory to the President.

Section 10. The Executive Committee may create standing or other committees through written operating guidelines for each committee. No committee may do the following:

- (a) Take any final action on any matter that, under the California Nonprofit Public Benefit Corporation Law, also requires approval of the members;
- (b) Fill vacancies on the Executive Committee or any other committee;
- (c) Fix compensation of the Executive Committee member for serving on the Executive Committee or on any committee;
- (d) Amend or repeal bylaws or adopt new bylaws;
- (e) Amend or repeal any resolution of the Executive Committee that by its express terms is not so amendable or repealable;
- (f) Create any other committees or appoint the members of other committees; or

(g) Expend corporation funds to support a nominee for Executive Committee membership if more have been nominated for a position that can be elected.

ARTICLE V

Officers

Section 1. The officers of the corporation shall be the President, the President-Elect, the Immediate Past President, the Secretary, and the Treasurer. The Executive Committee may combine the Secretary and Treasurer into one position.

Section 2. The President shall preside at all meetings of the corporation. The President shall have the power to call and conduct the annual conference and regular meeting of the members, meetings of the Executive Committee, and special meetings of the corporation. The President or a designee shall have the authority to establish ad hoc committees and appoint members and chairpersons.

The President shall represent the corporation before all boards, commissions, and other policy-making committees or groups of the California State University, the State of California and other entities as appropriate. The President shall consult with the Executive Committee as appropriate to the circumstances of such representation.

Section 3. The President-Elect shall serve as a member of the Executive Committee, assist the President, preside in the absence of the President, and succeed to the office of President at the conclusion of the annual conference.

Section 4. The Immediate Past President shall serve as a member of the Executive Committee and is responsible for monitoring the special projects committee, and perform other duties as requested.

Section 5. The Secretary shall be responsible for recording and disseminating Executive Committee and member business proceedings, retention of the corporation's records, publication of the corporation's policy statements and updating the corporation's policy manual. The Secretary, if a member employee, shall be an Executive Committee member. If the Secretary is not a member employee, this officer position shall serve in a management role to the Executive Committee..

Section 6. The Treasurer shall be responsible for the collection of dues and other income receipts; the payment of bills and other forms of indebtedness, the preparation of appropriate tax reports, the preparation and distribution to the Executive Committee of the quarterly report of all income and expenses; and the preparation of an annual report of income and expenses and a state of financial condition for each fiscal year ending June 30 for presentation to the corporation's membership at its annual business meeting. The Treasurer shall present a budget to the Executive Committee for its approval no later than the June meeting for the corporation's succeeding year of operations. The Treasurer, if a member employee, shall be an Executive Committee member. If the Treasurer is not a member employee, this officer position shall serve in a management role to the Executive Committee.

Section 7. The term of office of the President, President-Elect, and Immediate Past President shall be one (1) year and their terms shall be as set forth in Section 2 of Article IV. The Secretary and Treasurer shall be appointed by the Executive Committee for a one-year term and shall be appointed at

the first Executive Committee meeting conducted following the annual conference as described herein.

ARTICLE VI Standards of Conduct

Section 1. Each Executive Committee member shall perform the duties of their respective office or position in good faith, in a manner that the member believes to be in the best interest of the corporation, and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances.

Section 2. Any transactions of the corporation involving any self-dealing on the part of an Executive Committee member shall be subject to the provisions of Section 5233 of the California Corporations Code.

ARTICLE VII Annual Conference and Meetings

Section 1. The corporation shall hold an annual conference of the membership. The site of future conferences shall be determined each year by the Executive Committee.

The Executive Committee shall also determine the dates when the annual conference shall be held, but will use their best efforts to conduct the conference in the month of January. At the annual conference, there will be a regular meeting of the membership.

Section 2. The President may call special meetings. Reasonable notice of special meetings must be given to the members.

Section 3. At the regular meeting conducted at the annual conference, the Officers and other Executive Committee members shall be elected by vote of the corporation's members present. Each member auxiliary organization is entitled to one vote on all business conducted at the regular meeting.

Section 4. A majority of the member auxiliary organizations present shall constitute a quorum for the transaction of business at any meeting of the members.

Except as otherwise required by law, the Articles, or these Bylaws, the members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

Section 5. Subject to the California Nonprofit Public Benefit Corporation Law, members in good standing on the day of a membership meeting shall be entitled to vote at such meeting. Voting shall be by written ballot, except that any election of an officer and/or Executive Committee member may be by voice if there is only one nominee for any position. Proxy voting shall not be permitted.

Section 6. The authority and requirements for conducting a membership meeting, in whole or in

part, by any electronic transmission shall conform to the requirements in California Corporations Code Section 5510.

ARTICLE VIII Elections

Section 1. An election will be held at the annual conference at which time officers and positions on the Executive Committee whose terms are expiring will be elected by a vote of the members present. Nominations shall be submitted by the Executive Committee to the membership.

Section 2. When a membership meeting is held for the election of officers or Executive Committee positions, any member auxiliary organization present at the meeting may place names in nomination.

The Executive Committee may formulate procedures that allow a reasonable opportunity for a nominee to communicate to members the nominee's qualifications and the reasons for the nominee's candidacy, and a reasonable opportunity for all member to choose among the nominees.

ARTICLE IX Conduct of Meetings

Section 1. The Executive Committee meetings, annual regular meeting, and special meetings and official proceedings of the corporation shall be governed by Robert's Rules of Order. Minutes of these meetings shall be distributed to the membership.

Section 2. All meetings of the corporation shall be open to members of the corporation and guests of the members of the corporation. The Executive Committee may adopt public reporting and transparency policies consistent with the intent of these Bylaws.

Section 3. The Executive Committee meetings, the annual regular meeting of the corporation, and any special meetings may be conducted in closed sessions to deliberate and act upon matters of a strict confidential or proprietary nature.

Section 4. Corporation meetings may be held by conference telephone, video screen communication, or other communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if both of the following apply:

- (a) Each member participating in the meeting can communicate concurrently with all other members.
- (b) Each member 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.

Section 5. A majority of the authorized number of the Executive Committee membership then in office shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of the Executive Committee present at a duly held meeting at which a quorum is present shall be an act of the board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, the provisions on

(a) approval of contracts or transactions between this corporation and one or more Executive Committee members or between this corporation and any entity in which an Executive Committee member has a material financial interest, (b) creation of and appointments to committees of the Executive Committee, and (c) indemnification of Executive Committee members. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some Executive Committee members, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

Section 6. Notice of a meeting need not be given to any Executive Committee member 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 need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any Executive Committee member who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice.

Section 7. A majority of the Executive Committee members present, whether or not a quorum is present, may adjourn any meeting to another time and place.

Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the directors who were not present at the time of the adjournment.

Section 8. This Article is not intended to limit the authority of the Executive Committee to take action in conformity to Article IV Section 9.

ARTICLE X General Provisions

Section 1. The corporation's Fiscal Year shall begin on the first day of July and end on the last day of June.

Section 2. The corporation shall keep at its principal office for the transaction of business the original copy of its Bylaws, as amended or otherwise altered to date and certified by the Secretary of the corporation, which shall be open to inspection by all officers, Executive Committee members, and member auxiliary organizations at all reasonable times during office hours. Officers, Executive Committee members, and member auxiliary organizations shall have the absolute right, at any reasonable time to inspect all books, records, documents, of all and every kind and description, and the physical properties of the corporation,

Section 3. No loan shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Executive Committee.

Section 4. The corporation shall prepare annual financial statements using generally accepted

accounting principles. Such statements shall be audited by an independent certified public accountant, in conformity with generally accepted accounting standards. The corporation shall be required to review annually a report of the business affairs of this corporation, which shall include the financial statements indicating the financial condition of the corporation, the funds managed by the corporation and the results of the operations for the fiscal year then ended.

Section 5. The corporation shall have power to purchase and maintain insurance to the fullest extent permitted by law against any liability asserted against the corporation.

Section 6. To the fullest extent permitted by law, the corporation shall indemnify its Officers, Executive Committee members, employees, and other persons described as agents in § Section 5238, subdivision (a) of the California Corporations Code.

Section 7. The investment of corporation assets shall conform to applicable provisions of Section 5240 of the California Corporations Code.

Section 8. The corporation shall keep the following:

- (a) Adequate and correct books and records of account, contracts and transactions;
- (b) Minutes of the proceedings of its members and of the Executive Committee, and summary proceedings of its committees;
- (c) A record of each member auxiliary organization's and each affiliated member's name and address; and
- (d) Any corporate seal and the originals of any official logos or other corporation symbols.

The minutes and other books and records shall be kept either in written form or in any other form capable of being converted into clearly legible tangible form or in any combination of the two.

ARTICLE XI

Bylaws Adoption and Amendment

Bylaws for this corporation may be adopted or amended by a majority vote of the member auxiliary organizations at the annual regular meeting, at a special meeting, or by teleconference or mail poll.

The above amended and expanded Bylaws were approved by a majority of the corporation membership at their meeting on February 7, 2015.

Richard Jackson
Secretary/Treasurer