

**AMENDED 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-organizations by providing the resources and services to enable them to be more effective. 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-organization shall have one vote on each matter submitted to a vote of the membership in accordance with the Articles of Incorporation, these Bylaws, and as required by law. Notwithstanding the foregoing, any member-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-organization 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-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-organizations shall be notified of any dues increase by January 31 of the fiscal year prior to the one in which the increase is effective. The member-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-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 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-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, including service-providers, 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 representatives shall be elected at the corporation's membership 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 and serve until succeeded, in accordance with the respective Standing Committee Operating Guidelines approved by the Executive Committee. The President, President-Elect and Immediate Past President shall each be elected at the corporation's membership meeting. The President, President-Elect, Immediate Past President and Executive Committee representatives shall assume their respective office or position upon conclusion of each annual conference and their term shall continue throughout the

subsequent annual conference or until otherwise succeeded.

In the event the President is unable to complete the term of office, the Executive Committee shall appoint an Executive Committee representative to the office of President for the unexpired term of office, or until succeeded. In the event the President-Elect is unable to complete a term of Office, the Executive Committee shall appoint an Executive Committee representative to the office of President-Elect for the remainder of the term, or until succeeded. 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, or until succeeded.

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: 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, representatives. To the extent practical, Executive Committee representatives shall be reflective of corporation's constituent interests. 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 representatives and officers, except for the Secretary and Treasurer, must be member-organization management employees, classified as direct, assigned or reimbursed.

Section 8. Each Executive Committee representative and elected officer shall have one vote on each matter presented to the Executive Committee for action. No Executive Committee voting shall be by proxy.

Section 9. Any action required or permitted to be taken by the Executive Committee may be taken without a meeting by unanimous Executive Committee consent in writing to the action. For the purposes of this section only, "unanimous Executive Committee consent" 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 membership;

(b) Fill vacancies on the Executive Committee or any other committee;

(c) Fix compensation 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 to the Executive Committee if more have been nominated for a position than 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. Officers shall not receive nor be entitled to receive, directly or indirectly, any remuneration for the performance of their duties as specified in these Bylaws.

Section 2. The President serves on the Executive Committee and shall have the power to call and preside at the annual conference and meetings of the membership, meetings of the Executive Committee, and special meetings of the corporation, including the Officers Group. The President or a designee shall have the authority to establish ad hoc committees and appoint committee members and chairpersons thereto.

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 on the Executive Committee, assist the President, preside and act in the absence of the President, oversee planning for the annual conference, and succeed to the office of President upon election.

Section 4. The Immediate Past President shall serve on the Executive Committee, chair the Long Range Planning Committee and the Nominations Committee, and perform other duties as requested.

Section 5. The Secretary shall be responsible for Executive Committee and member business meeting minutes, retention of the corporation's records, administration of elections, and the signing of any corporate documents requiring corporate attestation. The Secretary, if a member-organization employee, shall serve on the Executive Committee. If the Secretary is not a member-organization employee, this officer position shall serve in a service-provider role to the Executive Committee.

Section 6. The Treasurer shall be responsible for dues collection and other income receipts, the payment of bills and other forms of indebtedness, the preparation of appropriate tax reports, quarterly reports of all income and expenses, and the preparation of an annual report of income and expenses and a statement of financial condition for each fiscal year ending June 30 for presentation to the corporation's membership at its annual business meeting. The Treasurer, if a member-organization employee, shall serve on the Executive Committee. If the Treasurer is not a member-organization employee, this officer position shall serve in a service-provider 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, or until succeeded, 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 representative and officer 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 representative or any officer 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 upon reasonable notice.

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

Section 4. A majority of the member-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 member-organizations present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough member-organizations have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the membership required to constitute a quorum.

Section 5. Subject to the California Nonprofit Public Benefit Corporation Law, member-organizations in good standing on the day of a membership meeting shall be entitled to vote at such meeting. Voting shall be by a reasonable written procedure adopted by the Executive Committee. 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 membership meeting at which time officers and positions on the Executive Committee whose terms are expiring will be elected by a vote of the member-organizations present. Nominations shall be submitted by the Executive Committee to the membership.

Section 2. The Executive Committee may formulate procedures that allow a reasonable opportunity for a nominee to communicate to the membership the nominee's qualifications and the reasons for the nominee's candidacy.

ARTICLE IX Conduct of Meetings

Section 1. The Executive Committee meetings, annual membership meeting, and special meetings and official proceedings of the corporation shall be guided 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 member-organizations of the corporation and guests of the member-organizations. The Executive Committee may adopt public reporting and transparency policies and practices consistent with the intent of these Bylaws.

Section 3. The Executive Committee meetings, the membership 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-participant in the meeting can communicate concurrently with all other member-participants.

(b) Each member-participant is provided the means of participating in all meeting matters, 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 representatives and elected officers 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 Executive Committee, 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 of the Executive Committee or between this corporation and any entity in which an Executive Committee representative or elected officer has a

material financial interest, (b) creation of and appointments to committees of the Executive Committee, and (c) indemnification of Executive Committee officeholders. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some of the Executive Committee, 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 officeholder 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 officeholder 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 officeholders 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 Executive Committee officeholders 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 representatives, and member-organizations at all reasonable times during office hours. Officers, Executive Committee representatives, and member-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 representatives, 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 the membership and of the Executive Committee, and summary proceedings of its committees;
- (c) A record of each member-organization 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 membership at the membership 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 January 14, 2020.

Richard Jackson
Secretary/Treasurer

The original Bylaws were adopted by the membership in January 1986, and are archived in the Association's corporate records.

HISTORY OF AMENDMENTS:

January 15, 1988 – Updated statutory references and other minor changes.

January 8, 1990 – Refined definition of member-organization qualifications (Article I, Section 1); authorized Executive Committee to confer affiliated membership under stated limitations (Article I, Section 2).

January 15, 1993 – Several corrections and cosmetic changes; added immediate Past President to Executive Committee membership; separated Secretary and Treasurer positions, but authorized Executive Committee to combine these positions; expanded and refined stated duties of Secretary; President Elect assumes presidency at end of annual conference; and deleted authority of Executive Committee to amend Bylaws by a 2/3 vote.

July 15, 1998 – [mail ballot] Changed Secretary and Treasurer positions to *ad hoc nonvoting* member of Executive Committee appointed each year by the Executive Committee (Article II, Sections 5, 6 and 7).

January 15, 2002 – Added Standing Committee chairpersons to Executive Committee as *ex-officio voting* members (Article II, Section 9); and added limited delegated authority to Executive Committee to adjust membership dues (Article VI).

June 20, 2003 – [mail ballot] Change Association operating year from calendar (January through December) to fiscal (July through June) in Article II, Section 6, and in Article VI.

January 14, 2003 – Deleted obsolete provisions concerning Workers Compensation Insurance Group Plan (Article VI, Special Programs) and renumber articles.

January 13, 2004 – Added delegated authority to Executive Committee to review and adopt annual budget (Article II, Section 6).

January 14, 2009 – Added Past President as officer with one-year term (Article II, Sections 1 and 7).

November 19, 2010 – Secretary and Treasurer were each made “a designated voting member” of the Executive Committee (Article II, Sections 5 and 6).

June 17, 2011 – Eliminated the designation of Northern and Southern members so that, in addition to Officers, the Executive Committee consists of six, but not more than ten,

members from across the California State University (Article II, Section 9).

June 20, 2014 – Stipulated that Executive Committee members and officers, except for the Secretary and Treasurer, shall be Association member employees (direct, assigned or reimbursed). Stipulated that if the Immediate Past President is unable to complete a term of office, the Executive Committee shall appoint a past president to complete the term. Clarified that the President-Elect shall preside in the absence of the President, and succeed to the office of President at the conclusion of the annual conference.

February 7, 2015 – Added numerous provisions that express or summarize statutory requirements, or that state requirements, if not included, would otherwise fall to “default” statutory requirements. Provided that the Secretary/Treasurer, if a member employee, shall be an Executive Committee member. If the Secretary/Treasurer is not a member employee, this officer position shall serve in a management role to the Executive Committee.

January 14, 2020 – Increased the advance notice to the membership of a dues increase. Prohibited officers from receiving compensation for performing official duties. Distinguished Secretary/Treasurer official responsibilities from Business Manager duties. Authorized the Executive Committee to adopt reasonable voting procedures for the annual meeting of the membership, deleting the provision for nominations from the floor and the written ballot requirement. Supplied consistent terminology for auxiliary organization members (i.e., “member-organizations” or “membership”), and more clearly defined the Executive Committee as consisting of elected officers, elected representatives, and standing committee chairs elected by their respective committees. Made other minor revisions and clarifications.