

AUXILIARY ORGANIZATIONS ASSOCIATION

California State Universities

POLICY AND PRACTICES MANUAL

Revised June 2026

Table of Contents

SECTION 1: INTRODUCTION, MISSION AND ORGANIZATION *3*

SECTION 2: POLICY AND PRACTICES STATEMENTS *6*

AFFILIATED MEMBERSHIP CRITERIA AND PROCESS POLICY 7

BUSINESS TRAVEL EXPENSE POLICY 9

ANNUAL CONFERENCE SPONSORSHIP POLICY 11

ANNUAL CONFERENCE PRESENTER/ATTENDEE COMPLIMENTARIES POLICY 12

ANNUAL CONFERENCE CHARGES POLICY 14

MEMBERSHIP DIRECTORY POLICY 15

LEGISLATIVE AND COMPLIANCE SUPPORT POLICY 16

NOMINATIONS COMMITTEE COMPOSITION AND SELECTION PROCESS POLICY 18

RESERVE POLICY 20

INVESTMENT POLICY 22

CALIFORNIA STATE UNIVERSITY RISK MANAGEMENT AUTHORITY (CSURMA) RELATIONSHIP POLICY 27

MEMBERSHIP DUES POLICY 29

RECOGNITION PROGRAM POLICY 31

SIGNATORIES AND REPOSITORY OF CONTRACTS POLICY 34

RECORDS MANAGEMENT POLICY 35

STANDING COMMITTEE FUNDING POLICY 38

LIMITED DELEGATED AUTHORITY TO OFFICERS GROUP POLICY 39

ACCOUNTING AND ADMINISTRATIVE POLICY 40

CORPORATE TRANSPARENCY AND PRIVACY POLICY 43

STANDARDS OF CONDUCT POLICY 45

WHISTLEBLOWER PROTECTION POLICY 48

MEMBER EMPLOYEE BENEFITS ANCILLARY PROGRAM STATEMENT 50

CONFLICT OF INTEREST PROCEDURES 52

SIGNATURE AUTHORIZATION CERTIFICATION 56

SCHOLARSHIP OF EXCELLENCE POLICY 57

DATA AND INFORMATION USE POLICY 60

CSUnity CONFERENCE ADMINISTRATIVE POLICY 63

CORPORATE FRAUD POLICY: AWARENESS AND PREVENTION 65

SECTION 3: STANDING COMMITTEE OPERATING GUIDELINES 69
ASSOCIATED STUDENTS/STUDENT UNION/RECREATION 70
BUSINESS AND FINANCIAL SERVICES 73
COMMERCIAL SERVICES 75
HUMAN RESOURCES 77
INFORMATION TECHNOLOGY 79
LEADERSHIP ACADEMY COMMITTEE 81
LONG RANGE PLANNING COMMITTEE 84
LONG RANGE FINANCIAL PLANNING FRAMEWORK 85
PAST PRESIDENTS COMMITTEE 87
PHILANTHROPY COMMITTEE 88
PROPERTY DEVELOPMENT AND MANAGEMENT 90
RESEARCH ADMINISTRATION 91
RISK MANAGEMENT AND INSURANCE PROGRAMS 93
SECTION 4: FINANCIAL REPORTING SYSTEM FRAMEWORK 95
FINANCIAL REPORTING SYSTEM FRAMEWORK 96
APPENDIX 97
ARTICLES OF INCORPORATION 98
AMENDED BYLAWS 100
FEDERAL TAX EXEMPT STATUS DETERMINATION LETTER 110
STATEMENT OF MISSION, PURPOSE AND GOALS 112
CORPORATE OFFICERS 115
EXECUTIVE COMMITTEE MEETING POLICY AND PROCEDURES 117
MEMBERSHIP ELECTRONIC BALLOTING PROCEDURES 121
SERVICE PROVIDER SELECTION AND ADMINISTRATION 123
REMOTE MEETING PARTICIPATION PROTOCOL 129
ROBERTS RULE OF ORDER CHART OF MOTIONS 132
AUXILIARY ORGANIZATIONS ASSOCIATION ORGANIZATION CHART 136

AOA
Policy and Practices

SECTION 1: INTRODUCTION, MISSION AND ORGANIZATION

Introduction

The AOA Policy and Practices Manual has been completely reviewed, revised and republished by its governing board, the Executive Committee, to restate in a convenient reference format, approved policy statements and practices. The Manual also contains key documents and legal instruments that are operative in the management of the organization.

Organization Purpose

AOA was established and is organized for these purposes:

- To provide a means of communication among auxiliary organizations.
- To serve as a vehicle for considering and resolving common issues.
- To assist new auxiliary organizations.
- To assist auxiliary organizations experiencing management or other problems.
- To represent the common interest of the members in appropriate forums.
- These purposes are expressed in Article II of the Articles of Incorporation. See Appendix A.

Mission Statement

The AOA Executive Committee, in retreat, developed a Statement of Mission, Purpose and Goals in early 2000. This Statement appears as Appendix D.

Organization

The AOA is a separate, nonprofit public benefit corporation organized and chartered under the Laws of the State of California.

The Articles of Incorporation were adopted August 19, 1986, and endorsed by the Secretary of State on September 15, 1986. The Articles of Incorporation were amended by a majority of the Association membership at its Annual Business Meeting on January 13, 2004. See Appendix A.

The Bylaws of the Association are adopted and amended by the Executive Committee, the governing body. The current Amended Bylaws appear as Appendix B in this Manual, and they address the basic organizational structure of the Association.

The Association has been qualified as a tax-exempt corporation organized and operated exclusively for educational purposes under Sections 501(a) and 501(c)(3) of the U.S. Internal Revenue Code (IRC). The IRS has classified the Association as not being a private foundation under Section 509(a)(2) of the IRC. See Appendix C.

The Auxiliary Organizations Association is not an auxiliary organization. All AOA members are auxiliary organizations operating within the California State University.

The Executive Committee authorizes standing committees to be organized in furtherance of the Association's mission. See Section III and Appendix J.

Appendix J is a current Association Organization Chart that diagrams the overall structure of the Association.

Appendix E contains the Standing Orders of the Executive Committee. These Orders are adopted from time to time by Minute action of the Executive Committee to implement provisions of the Bylaws.

Appendix F is a short guideline for opening and conducting a meeting by remote means.

Appendix G is a thumbnail guide to Robert's Rules of Order (11th Revision) on leading AOA meetings.

Appendix H charts the basic Robert's Rules of Order meeting motions.

Appendix I is a template outline for a Standing Committee Chair Briefing Book.

Revisions To Manual

When policies or major practices are revised, or adopted for the first time by the Executive Committee, they will be included in the next annual revision to this Manual and annually presented to the Executive Committee for re-adoption at its April meeting. The Manual is posted on the AOA Website, and distributed to the Executive Committee.

SECTION 2: POLICY AND PRACTICES STATEMENTS

AOA
AFFILIATED MEMBERSHIP CRITERIA AND PROCESS POLICY

Background & Purpose

Article III, Section 2 of the Association Bylaws authorize the Executive Committee to confer nonvoting affiliated memberships.

The Executive Committee, pursuant to action taken by the Membership convened on January 17, 1990, developed proposed criteria for such affiliates and submitted that criteria to the Membership for comment.

The Bylaws Committee after reviewing Membership comment, recommended the affiliation criteria, due's structure, and prerequisites be published in the Association Newsletter. In May 1990, the Executive Committee adopted a resolution setting affiliated membership criteria, a dues structure, and prerequisites. Subsequently, the due's structure was eliminated.

The Executive Committee, as part of a comprehensive policy review, adopted the following policy statement on affiliated membership:

Affiliation Criteria

A. Reasons for Affiliated Members. The Association has determined that certain services, activities, and publications provided by or through the Association to its members should be available to others for these reasons:

1. *to strengthen and broaden the professional development of auxiliary services management within the educational sector;*

2. *to enhance the operational effectiveness of auxiliary services to educational institutions, and*

3. *to augment Association resources.*

B. Commercial Affiliates. Affiliated membership may only be conferred on a for-profit entity or individual upon a finding and determination by the Executive Committee that such affiliated membership shall serve the Association in at least two of the reasons stated in Section A above. The Executive Committee findings and determination shall be by separate resolution on each commercial affiliate application. The resolution may provide for conditions of renewal. The criteria in Section A above are guidelines and the determination of the Executive Committee shall be final.

This provision is not intended to preclude Association arrangements with commercial entities or individuals to otherwise serve Association purposes or goals, consistent with the Articles of Incorporation and Bylaws.

C. Nonprofit or Professional Affiliates. The Executive Committee authorizes the Secretary/ Treasurer to receive and accept for initial or renewal affiliated membership, the written application of non-profit entities and auxiliary management professionals, upon the determination that each application would satisfy at least two of the reasons stated in Section A above.

D. Individual Affiliates. Employees of a member auxiliary organization or of the California State University may upon application join the Association as Individual Affiliate Members.

Restated from May 1990 Executive Committee Resolution, and updated in 2009

BUSINESS TRAVEL EXPENSE POLICY

Background & Purpose

At its meeting of November 27, 1989, the Executive Committee adopted a resolution establishing the original basis for reimbursement of travel expenses related to AOA business. See Minutes, Item II-I. The business travel expense policy was amended in 1991, and again in 1999. The claim form was revised on August 17, 2007 and the CSU per diem and IRS mileage reimbursement rates were adopted. At the June 20, 2008 meeting, the Executive Committee amended the travel expense process to require business travel claims to be submitted to the claimant's organization, followed by the organization's request to AOA for reimbursement. The 2009 revision added travel reimbursement authorization for Conference Planning Committee members.

The Executive Committee, as a part of a comprehensive policy review, adopted the following business travel expense policy statement:

Basis For Reimbursement

1. Executive Committee Meetings. Executive Committee members (officers and representatives) shall be reimbursed for travel expenses to attend Executive Committee meetings based upon the cost of round trip air coach fare to the meeting from the member's home airport (including transportation/parking charges), or at the established private automobile mileage reimbursement rate for said trips (including lodging charges), whichever is the lesser.

   Executive Committee meetings will typically include hosted refreshments and lunch, so these expenses will not be reimbursable.

2. Standing Committee Meetings. Standing Committees shall submit budget requests to be included in the annual budget process. Requests shall be limited to cost estimates for meeting presenters, room fees, meals/refreshments, and materials/supplies.

3. Conference Planning Committee. Conference Planning Committee members shall be reimbursed for travel expenses to attend the meetings of this committee on the same basis as Executive Committee meetings. See above.

4. Exceptions. The Secretary/Treasurer is authorized to reimburse other business travel expenses on an exception basis where appropriate.

Reimbursement Rates

Business travel under this policy shall be reimbursed at the following rates:
Lodging – at meeting(s) site rate
Per Diem – at CSU rates and calculation basis
Mileage – at IRS rate

Reimbursement Process

Expense reimbursements under this policy shall be submitted to the Secretary/Treasurer by the claimant's organization on a timely basis, based upon the claimant's reimbursement from the organization.

Approved by the Executive Committee October 12, 2001. Claim form revised at direction of Executive Committee on August 17, 2007. By direction of Executive Committee on November 16, 2007, claim forms determined to be nonexclusive, allowing claims to be processed using forms of requesting organization. June 20, 2008 Executive Committee action changed the claim process eliminating the need for prescribed reimbursement forms.

AOA
ANNUAL CONFERENCE SPONSORSHIP POLICY

Background & Purpose

At its meeting of June 18, 2004, the Executive Committee delegated updating and maintenance to the Annual Conference Sponsorship Policy to the conference planning committee. The conference planning committee will report back to the Executive Committee regarding significant changes to the policy. This Policy Statement replaces the Policy dated September 13, 2002.

Policy

The Conference Planning Committee is delegated the responsibility of reviewing and recommending to the Executive Committee Conference Business Partnership levels, captions and benefits.

Approved by AOA Conference Planning Committee and reported to the Executive Committee August 20, 2004 and revised in 2009

AOA
ANNUAL CONFERENCE PRESENTER/ATTENDEE COMPLIMENTARIES POLICY

Background & Purpose

At its meeting of November 10, 2000, the Executive Committee adopted by Minute action a policy framework for administering certain typical conference attendee and presenter complimentaries and charges. The policy was revised at the August 15, 2008, June 19, 2009, November 19, 2010, June 15, 2012, and April 16, 2021 meetings.

Policy

A. The contract or agreement for keynote and general or super session presentations typically covers what AOA provides in terms of travel, hotel room and meal expenses. A presenter's fee is also typically charged and billed as a conference expense for the AOA Annual Conference.

B. Keynote and general or super session presenters who waive their fee for the Annual Conference will be provided complimentary travel, hotel room and meals. Should the presenter stay for the entire Conference, the registration can also be a "comp" item, at the discretion of the Conference Planning Committee Chair.

C. Concurrent session presenters that attend the conference with the sole purpose to present at one of the scheduled concurrent sessions (and do not otherwise participate in the conference or any meals) will be able to do so without obligation to pay a conference registration fee. Presenters that commit to present at multiple concurrent sessions, will be required to register as a conference attendee and pay applicable conference registration fees.

   Presenters that are identified as a current or potential AOA business partner will be required to commit to a conference business partner sponsorship.

   AOA does not cover travel, hotel room and meals or any other expenses associated with presenting a concurrent session. Exceptions may be considered by the Conference Planning Committee, with the understanding that the AOA standing committee making the request will be responsible for paying for the expenses from the applicable standing committee budget.

D. The Chancellor and Executive Vice Chancellors will be offered complimentary conference attendance as well as complimentary hotel accommodations for one night. Additional nights will be at the discretion of the Conference Planning Committee Chair. All other Chancellor Office

staff will be charged regular conference rates (Early Bird, partial or full as appropriate) unless they fall under one of the other provisions noted above.

E. AOA Business Partners receive a minimum of one conference registration as a benefit of their sponsorship. Gold and above Business Partners receive multiple registrations based on their sponsorship level as listed in the AOA Business Partner Packet.

   Business Partner conference registrations above complimentary registration(s) received with sponsorship will be charged at the current member conference rates: i.e., Early Bird rate until deadline, full conference rate, daily rate, and on-site rates.

F. Exceptions to this policy may be considered and granted by the Conference Planning Committee Chair in consultation with the Secretary/Treasurer.

Approved by the Executive Committee on June 15, 2012
Revisions Approved By Executive Committee April 16, 2021

AOA
ANNUAL CONFERENCE CHARGES POLICY

Background & Purpose

At its meeting of August 15, 2008, the Executive Committee adopted by Minute action a policy framework for administering certain typical conference charges. The policy was revised by Minute action of Executive Committee at its June 19, 2009 and June 15, 2012 meetings.

Policy

A. The conference planning committee will annually review conference fees and if necessary recommend changes to the Executive Committee.

B. Rate Categories:

1. Early Bird Full Registration
2. Full Registration
3. On-Site
4. Day
5. Banquet/Special Meals
6. Other – as approved by the Conference Planning Committee

C. The Conference Planning Committee will establish a registration deadline and cancellation date for each annual conference.

D. Payment for all registration fees is due by the established deadline.

E. Upon written request, a cancellation of registration fees will be granted and a refund issued, less a processing charge, until the CPC-established cancellation date. Refunds will be issued, less processing charges, after the conference. No refunds will be granted for cancellation requests received after the established cancellation date.

F. Exceptions to this policy may be considered and granted by the Conference Planning Committee Chair in consultation with the Secretary/Treasurer.

Approved by the Executive Committee on August 16, 2013

AOA
MEMBERSHIP DIRECTORY POLICY

Background

Historically, the AOA Membership Directory has been published annually in printed form. The 2001 Membership Directory was printed and distributed in the Fall of 2000. The 2001 Membership Directory was also published in digital form on the AOA Web Site.

Policy

By vote of the Executive Committee at its June 1, 2001 meeting, the AOA Membership Directory will be maintained as part of the AOA Web Site and will no longer be issued in printed form. Member organizations are authorized to list their staffs in whole or in part in the Directory as they see fit. The Directory will be updated in real time as changes occur in member organizations. Each member organization is responsible for ensuring that its listings are up-to-date at all times.

Standing committee chairs are encouraged to include meeting agenda items that:

- Remind member-organizations to designate a staff member to keep the Directory listing current for that organization (and to report that designation to the Web Coordinator); and to
- Provide information on the procedure for updating the Directory listing.

Update Procedures

By the Fall of 2001, the capability will be available for authorized individuals at each member organization to directly update its organization's directory records by entering changes on the web. The Executive Committee's Web Site Coordinator will send periodic e-mails to remind the members to enter their updates. Programmed security will limit update access to those with established passwords and will limit their access to the records of their own organization.

Approved by the Executive Committee October 12, 2001, updated in 2009, and revised on June 17, 2016

AOA
LEGISLATIVE AND COMPLIANCE SUPPORT POLICY

Background

There is a need for the Association leadership and members to be apprised of legislative, regulatory and related compliance issues on a timely basis, and to have meaningful communications and consultation with the Chancellor's Office on such matters.

The Executive Committee intends to pursue an active consultative, monitoring and analysis program in this arena. This policy statement provides the framework for mutual communications between the Association and the Chancellor's Office on legislative and regulatory matters affecting auxiliary organizations, and for external support services to actively track and analyze legislation, regulations and related compliance matters.

Procedures

A. Designated Legislative Liaison. The AOA President is designated as the AOA liaison to the Chancellor's Office to coordinate with the Chancellor's Office on significant legislative and regulatory matters affecting auxiliary organizations. The President is charged with implementing this policy statement, and shall work closely with AOA *Compliance Consultant*, appropriate standing committees, and the Council of Administrative and Business Officers (CABO). It is expected that the President will maintain close, direct and candid relations to assure that both the Association and Chancellor's Office are fully apprised on legislative and regulatory matters that could affect auxiliary organizations within the California State University.

B. Legislative & Compliance Support Services. The Executive Committee may obtain external services, such as the *AOA Compliance Consultant*, for monitoring, analyzing and otherwise assisting with legislative and related compliance matters affecting the members.

C. Legislative & Compliance Matters Defined. This term is intended to include:

1. Federal and State bills introduced or proposed;

2. Positions contemplated on pending bills or regulatory provisions of administrative agencies;

3. Any component of the Trustee's Annual Legislative Program that could affect auxiliary organizations; and

4. Executive Orders and any proposed major change to Title 5.

D. Liaison Interaction. The Chancellor's Office designated staff typically appraise the AOA leadership of significant pending legislative and compliance matters. The President will evaluate the criticality of such matters and report on a timely basis to the Executive Committee. Broader consultation and collaboration on such matters may be required. Such interaction should involve the Advocacy and Institutional Relations Office. The *AOA Compliance Consultant* will promptly advise the President and the Executive Committee of any such matters as may come to his or her attention. There should be a joint assessment of the potential impact and/or response that should be considered by the Chancellor's Office and AOA.

E. Position Statements. The Executive Committee shall remain alert and sensitive to taking any position on legislative or regulatory matters that may be in opposition to or in conflict with those of an individual member, University president, or the CSU Trustees. It is not the role of the AOA liaison or any other officer, Executive Committee member, or Association agent or representative, to represent the position of the Association on such matters, absent Executive Committee action and delegation of authority to make such representation.

Approved by the Executive Committee on March 17, 2006

AOA
NOMINATIONS COMMITTEE COMPOSITION AND SELECTION PROCESS POLICY

I. Purpose

The purpose of this policy is to ensure that the AOA has a sound methodology to identify and recruit talented, experienced and committed individuals to leadership positions.

II. Nominations Committee

The President shall organize a Nominations Committee to be chaired by the Immediate Past President. The Committee shall consist of the President Elect, President, Secretary/Treasurer, and at least one additional member of the Executive Committee appointed by the committee chair. Additional members may be named from outside the Executive Committee as desired by the President and the Chair of the Nominations Committee.

III. Nomination Process

A. Executive Committee Representatives

- An electronic call for nominations for Executive Committee Representative positions will be sent by the Chair of the Nominations Committee no later than August 1, with nominations due by September 30. The nominations call shall include qualification criteria.
- All professional members may nominate a professional member or self-nominate, based on the qualification criteria. A formal nomination shall be submitted to the Chair of the Nominations Committee. A data sheet summarizing the nominee's qualifications shall also be provided.
- The Nominations Committee will submit its recommendations to the Executive Committee for action at the November meeting.
- The proposed Leadership Roster will be submitted for election by the membership.

B. Standing Committee Representatives

- Standing Committee representatives are selected and serve in accordance with the respective Standing Committee operating guidelines approved by the Executive Committee.
- The President may appoint an interim Standing Committee representative, as needed, and inform the Executive Committee about the interim appointment.

C. Elected Officers

- The Nominations Committee Chair shall also call for qualified nominees to officer positions standing for election. The call shall include applicable qualification criteria. Qualified nominees are recommended to the Executive Committee on the same schedule as Executive Committee Representative nominations

IV. Qualification Criteria

A. President and President Elect

- Served on the Executive Committee for at least two years.
- Served on the Conference Planning Committee or participated in the Leadership Academy for at least one year.
- Demonstrated leadership abilities in group settings.
- Proficient public speaking skills.
- Ability to serve as primary advocate and spokesperson for AOA; and
- Ability to lead the Executive Committee and AOA.

B. Secretary/Treasurer

- Served on the Executive Committee for at least two years.
- Demonstrated professional general and fiscal administrative experience.
- Collegial oversight and supervisory experience; and
- Commitment to fiduciary role and willingness to stand for two consecutive one-year terms.

C. Executive Committee Representative

- Participating professional member of AOA for at least two years.
- Served in a CSU auxiliary management position for at least two years.
- Demonstrated leadership abilities.
- Attended at least one AOA annual conference; and
- Ability to regularly attend meetings and contribute to the Executive Committee's work agenda.

D. Standing Committee Representative

- Participating professional member of AOA in a related capacity for at least two years.
- Regular attendee and active participant in committee meetings.
- Attended at least one AOA Annual Conference.
- Demonstrated leadership abilities; and
- Ability to represent the committee's work and needs with the AOA Executive Committee.

Approved by the Executive Committee on November 14, 2003 and updated in 2009.
Revised and approved by the Executive Committee on April 21, 2023

Revised and approved by the Executive Committee on April 18, 2025

RESERVE POLICY

Background and Purpose

The establishment of adequate reserves assures fiscal viability and is an integral part of the organization's long-range planning. The AOA Executive Committee has established the following reserves and reserve targets.

Working Capital Reserve – General Operations

A Working Capital Reserve will be maintained to fund general operations in the event the timing of cash flows calls for expenses to be paid prior to sufficient cash inflows of income. The funding target will be equal to 25% (three (3) months of operating expenses) of the most recently approved annual general operating expense budget, with a minimum reserve balance target of $25,000.

Working Capital Reserve – Annual Conference

A Working Capital Reserve will be maintained to fund expenses associated with the annual conference in the event the timing of cash flows calls for expenses to be paid prior to sufficient receipts of income. The funding target will be equal to 25% of the most recently approved annual conference expense budget, with a minimum reserve balance target of $25,000.

Conference Contingency Reserve

A Conference Contingency Reserve will be maintained to provide a funding source for the annual conference in the event the conference is required to be cancelled resulting in a loss of non-refundable deposit commitments and/or advanced costs. The funding target will be equal to 100% of the estimated contract commitments and costs to be paid in advance of all contractually-committed conferences, with a minimum reserve balance target of $250,000. In evaluating this reserve, consideration will also be given to whether Event Cancellation Insurance may be purchased to offset the required reserve balance.

Annual Reserves Review

A review of the reserves will be conducted with the annual budget review. This review will include:

1. Analysis of reserve balances (funding) to target levels for each reserve and collectively
2. Analysis of the target levels for each reserve
3. The purpose of each reserve
4. The recommended funding for each reserve
5. A written plan on how each reserve that is determined to be insufficiently funded will become fully funded.

Estimated funds in excess of the reserve funding levels established for the year by the Executive Committee may be used as a source of funding for the general operating budget, or for multi-year projects beyond the scope of the annual operating budget.

Reserve Draws, Additions, and Funding Goal Changes
The AOA Treasurer is authorized to draw on the Working Capital Reserve Funds as necessary to manage the adopted budget with subsequent written notice to the Executive Committee. Additions or changes to the Working Capital Reserve Funds will be authorized by action of the Executive Committee.
All draw-downs, additions, and changes to the Conference Contingency Reserve will be authorized by action of the Executive Committee.

Reserve Investments and Earnings
Investments tied to reserves are subject to the Investment Policy. Gains and losses generated from reserve investments are posted to the current year's general operating account.

Approved by the Executive Committee on June 20, 2008
Revised July 23, 2013, November 15, 2013, and November 24, 2024

INVESTMENT POLICY

I. Purpose

This Investment Policy provides the Treasurer with direction from the Executive Committee by establishing investment policies and objectives. This statement will:

A. Outline an overall investment philosophy that is specific enough but sufficiently flexible to allow for changing economic conditions and market dynamics;
B. Provide realistic risk and return policies which serve as standards for evaluating investment vehicle performance;
C. Establish restrictions and outline procedures for policy and performance review.

II. Investment Policy Objectives

The primary investment objective is to achieve risk-adjusted positive returns necessary to preserve and grow capital and to support the long term and short term spending requirements of AOA. The Treasurer must balance the following overall objectives:

A. *Liquidity.* AOA's investment portfolio will remain satisfactorily liquid to enable it to meet anticipated operating and cash flow requirements, which are to be analyzed continuously.

B. *Return on Investment.* The investment portfolio will be designed to attain a market or better rate of return throughout a full economic cycle.

C. *Preservation of Capital.* The portfolio will be protected by placing sufficient limitations on risks associated with the implementation of the return on investment objective, through the diversification of assets, and by setting specific quality standards.

AOA invested assets (hereafter called the "Fund") shall be invested in accordance with this Investment Policy and in compliance with current State and Federal laws and regulations.

III. Short Term Investment Objectives – (Working Capital Reserve)

A. *Preservation of Capital.* It is important to protect the asset values of short-term investments by minimizing market value risks.

B. *Investment Return Objectives.* The goal is to provide a return on investment of available cash, which:

1. Maximizes interest income in an environment that preserves 100% of capital;
2. Equals or exceeds the 90-day Treasury Bill rate on a consistent basis.

C. *Investment Guidelines and Target Allocations.* The minimum and maximum guidelines for each investment category and the associated target allocation will typically be:

	Minimum %	Maximum %	Target allocation
Cash & Cash Equivalents*	30%	70%	50%
Fixed Income	30%	70%	50%

** Cash equivalents are defined as less than one-year maturities. Fixed income investments can be invested in cash equivalents as necessary.*

The investment portfolio will be rebalanced to these target percentages at least annually, or quarterly if there is a five percent (5%) or greater shift.

In the event of wide financial market fluctuations, the actual investment allocation mix can vary from the target mix with the understanding that the investment pool will be rebalanced asnormal market conditions return.

D. *Authorized Investments.* The primary investments shall be in secure vehicles such as governmental obligations or fully-insured accounts. Typical investments may include, but are not necessarily limited to:

1. Commercial bank certificates of deposit (up to maximum FDIC insured amount);
2. U.S. Government and California State Government guaranteed securities, as well as U.S. Treasury Bills;
3. Money market accounts offered by licensed financial institutions;
4. Corporate bonds rated "A" or higher by Moody's and Standard and Poor's with a maturity of 6 months or less;
5. Other investments that meet the security, liquidity and yield requirements and are specifically approved by the Executive Committee.

E. *Spending Objectives.* The Working Capital Reserve shall be used to provide working capital, produce interest income for the operating budget, provide for unexpected operating expenses, and offset unexpected shortfalls in anticipated operating income. These funds are to be accessed as required by the Treasurer to manage the operating budget approved by the Executive Committee, with a report to the Executive Committee at the subsequent meeting.

IV. Long Term Investment Objectives – (To include Conference Contingency Reserve and General Contingency Reserves)

On an annual basis, the Executive Committee will project the likely liquidity and spending needs for the upcoming five-year period, thereby determining the

investment horizon for the Contingency Reserve accounts. The preferred asset allocation mix for the investment of the long-term Contingency Reserves will be 70% equities and 30% fixed income. If the Executive Committee anticipates the need to spend a portion of the corpus within the next three to five years, the preferred investment in equities will not exceed 50%, with the remainder in fixed income.

A. *Investment Guidelines and Target Allocation.* The minimum and maximum guidelines for each investment category and the associated target allocation will typically be:

	Minimum %	Maximum %	Target Allocation
Cash & Cash Equivalents*	0%	20%	0%
Fixed Income	10%	50%	30%
Equities	30%	75%	70%
Alternative Investments - Real Estate	0%	10%	0%

***** *Cash equivalents are defined as less than one-year maturities. Fixed income investments can be invested in cash equivalents as necessary.*

The investment portfolio will be rebalanced to these target percentages at least annually, or quarterly if there is a five percent (5%) or greater shift.

In the event of wide financial market fluctuations, the actual investment allocation mix can vary from the target mix with the understanding that the investment pool will be rebalanced as normal market conditions return.

B. *Authorized Investments.* The primary investments are to be invested in a diversified mix of mutual funds approved by the Executive Committee, within the following asset classes:

1. Domestic Equities
2. International Equities
3. Real Estate (primarily REITs)
4. High Grade Bonds
5. High Yield Bonds
6. International Bonds
7. Short Term Investments

Other investment vehicles are permitted that meet the organization's risk and return requirements and are approved by the Executive Committee. Investment instruments must meet two criteria:

1. The assets must be liquid; and
2. The assets must contribute to the overall productivity of the portfolio by increasing the expected return while controlling the risk (i.e., by having a negative correlation to other assets).

C. *Prohibited Investments.* The AOA prohibits investments that subject the principal to a high degree of risk. Unless approved in advance by the Executive Committee, direct investment in the following types or methods of investments is prohibited:

1. Trading in Securities on Margin
2. Trading in Commodity Futures
3. Investing in Working Interests in Oil or Gas Wells
4. Investing in Derivative Securities
5. Selling Short
6. Leveraged Buyouts
7. Venture Capital
8. Private Placement
9. Precious Metals

D. *Custodial Arrangements.* All securities will be held by a custodian approved by the Executive Committee. Such a custodian must be registered and licensed by appropriate bodies – e.g., Federal Reserve Bank, Securities and Exchange Commission. The terms and conditions of this custodial relationship shall be detailed in a written agreement with the custodian.

E. *Spending Objectives.* The Conference Contingency Reserve and the General Contingency Reserve may be drawn upon for non-operating expenses of the organization – that is, to meet unusual, unforeseen or emergency needs not within the scope of the operating budget. They are not intended to cover anticipated Special Project, Conference or other program expenditures, which are to be considered part of the annual General Operations budget. Appropriations from the Contingency Reserves shall be authorized by action of the Executive Committee in accordance with the provisions of the AOA Reserve Policy.

V. Investment Administration

The Treasurer, in consultation with the Business and Financial Services Chair (or designee), will have full discretion to invest the assets of the Fund in a prudent manner, consistent with the Fund's objectives and established guidelines.

A. *Investment Reporting.* At the end of each calendar quarter, the Treasurer shall report the performance of the AOA portfolio, and this report will be reviewed by the Executive Committee. Within 90 days of fiscal year-end, the Treasurer will advise the Executive Committee in writing of the investment performance for the preceding year, describing the extent to which each of the AOA investment objectives and guidelines were accomplished.

B. *Evaluating Investment Performance.* The evaluation of the performance of asset groups, if applicable, will be based on the following indices:

1. Domestic Equities: Standard and Poor's 500 Index
2. Domestic Fixed Income: Barclays Capital U.S. Bond Index
3. Cash Equivalents: 90-day Treasury Bill Rate
4. Subsets of equities and fixed income investments will be measured against appropriate benchmarks.
5. Real Estate (REITS): MSCI US REIT Index

Approved by AOA Executive Committee on June 20, 2008, and updated in 2009 and on November 15, 2013

AOA
CALIFORNIA STATE UNIVERSITY RISK MANAGEMENT AUTHORITY (CSURMA)
RELATIONSHIP POLICY

Background

On November 13, 1996 the California State University's Board of Trustees approved formation of the California State University Risk Management Authority (CSURMA) by authorizing the Chancellor to execute an agreement permitting the CSU to form a Joint Powers Authority (JPA) with its Auxiliaries to provide insurance. This policy was approved by the Executive Committee on October 12, 2001, and updated in 2009 at the recommendation of the Risk Management & Insurance Committee.

At its meeting of January 11, 2003, the AOA Executive Committee approved by Minute Action, a relationship framework with the CSU Risk Management Authority (CSURMA) to establish for AOA members effective risk management and insurance programs. This Policy Statement parallels a policy and practices resolution adopted by the CSURMA Executive Committee.

Participation in CSURMA is voluntary and an auxiliary organization is not obligated by any statute or regulation to join the CSURMA.

The types of program coverage traditionally purchased by auxiliaries (liability, excess liability, crime, property, auto physical damage, workers' compensation, participant accident insurance, etc.) are addressed by CSURMA's governing body for the auxiliary programs, the Auxiliary Organizations Risk Management Alliance (AORMA).

The benefits of an auxiliary organization's participation in CSURMA include:

- Market clout of a cohesive group to negotiate the best terms and conditions for all auxiliaries;
- Economies of scale to reduce the cost to provide coverage through group purchase and self-insurance programs;
- Cost stability resulting from individual losses being averaged over a larger premium base;
- Coverage stability resulting from members having market clout to maintain broad coverage;
- Customized programs designed to meet the member's needs; and
- A forum for the auxiliaries and the CSU to develop strategies that streamline and integrate the risk management practices of the CSU system.
- Dividends are paid to members upon approval of the AORMA Committee from surplus contributions and investment income based on an independent actuary's calculations.

CSURMA is a vehicle for arranging group purchase and self-insurance coverage for risk management programs made available to auxiliary organizations.

The Auxiliary Organizations Association commends CSURMA for its past performance and its worthwhile services to individual auxiliary organizations, and looks forward to a positive working relationship with CSURMA in the future.

The participants in CSURMA are the individual auxiliary organizations participating therein, each of whom must maintain AOA membership. Distinct from this, the AOA itself also participates in CSURMA's liability insurance program.

Policy

Effective July 1, 2003, participation in the CSURMA auxiliary organization coverage programs requires membership in AOA.

The Auxiliary Organizations Risk Management Alliance (AORMA) of the CSU Risk Management Authority (CSURMA) is designated as Risk Management and Insurance Programs standing committee to the AOA Executive Committee to advise upon and coordinate risk management and insurance, including employee benefit programs, made available through the CSURMA to AOA members. The Chair of this committee shall serve as a voting member of the AOA Executive Committee. The committee shall develop a guidelines statement for approval by the AOA Executive Committee. The statement shall express the appropriate charge of the committee and provide for subcommittees, membership criteria, and a process for nominating and electing committee and subcommittee members.

Promoting CSURMA Programs

AOA, through its designated standing committee, will actively sponsor presentations and information that promote CSURMA auxiliary organization coverage programs to AOA members.

Approved by AOA Executive Committee on January 11, 2003 and consolidated with the October 12, 2001 Framework Policy in 2009

Updated August 2014

MEMBERSHIP DUES POLICY

I. Background and Perspective

In 2011, the Executive Committee restructured the basis for the assessment of member-organization annual dues from reported *revenues* to *operating expenditures*.[1] The rationale for this change was carefully developed by a task force analysis recommended by the Long-Range Planning Committee.[2]

This revised policy reflects the authorized 2011 assessment basis change to *operating expenditures*, and in major part restates the 2009 policy.

The 2009 policy was a consolidation of the August 18, 2006, *Membership Dues Policy* and the January 11, 2003, *Membership Dues Schedule* and *Limited Delegation of Authority Policy*. Those statements included a summary of action by the Membership at its 2002 Business Meeting to increase the dues rate, and to delegate limited authority to the Executive Committee to adjust the annual dues rates.[3] A number of years had elapsed since the last membership dues rate increase. The Executive Committee explored with some success ways to keep the Association fiscally viable without an increase to the dues rate.

The Membership approved limited delegate authority to the Executive Committee to adjust the Membership Dues as set forth below. The expressed reason for this delegation was to provide a more flexible way for the Association to make modest rate adjustments from year-to-year through its governing board, while keeping the membership informed and able to budget for the dues payments.

II. Policy Scope

The Membership Dues Policy is the framework for determining membership dues assessments upon *individuals, member-organizations, commercial organizations*, and for *recognized affiliate organizations* in accordance with the Bylaws and membership policy.

III. Member Dues Categories & Assessment Basis

A. Individuals: No dues are charged for individuals of member-organizations participating in AOA programs, or through commercial or recognized affiliate member-organizations as approved by the Executive Committee.[4]

B. Member-Organizations: Membership dues for CSU auxiliary organization members in good standing shall be assessed in accordance with the approved and duly published indexed Rate Schedule and shall be based primarily on prior year operating expenditures of the auxiliary reported by the CSU Chancellor's Office. The calculation shall be based on the total of the total of the Expenditure data for the prior June 30 fiscal year and will be provided to AOA by the CSU Chancellor's Office each January.

[1]Executive Committee Minutes/Agenda Item: August 19, 2011/J5.
[2]Executive Committee Minutes/Agenda Items: August 20, 2010/J2; November 19, 2010/J5; January 8, 2011/J5; March 18, 2011/J6.
[3]At its meeting of November 30, 2001, the Executive Committee authorized a proposal for submission to the Membership at its Business Meeting to be held in connection with the 2002 Annual Conference.
[4]Bylaws Article III, Section 2

C. Commercial Organizations: These organizations support the mission of AOA by participating via partnership as described in the Annual Conference Business Partnership Policy. These organizations are not subject to membership dues.

D. Recognized Affiliate Organizations: Nonprofit organizations engaged in work pertaining to higher education and/or student affairs that support the mission and activities of AOA are not subject to membership dues, will be listed on the AOA website and may attend the annual conference at the AOA member-organization fee rate. Qualifying nonprofit organizations requesting designation as Recognized Affiliate Organizations should submit a request for approval to the AOA Executive Committee.

IV. Membership Dues Rate Limited Delegated Authority

The Executive Committee has delegated authority from the Membership to adjust the annual member-organization rate of dues a maximum of ten percent (10%) per year commencing in 2003 in order to sustain the financial stability of the Association and to maintain the level of service.

V. Member-Organization Dues Rate Schedule

The Member-Organization Dues Rate Schedule is established annually for an ensuing fiscal year based upon formal Executive Committee action and prompt notification to the Membership no later than January 31 of a previous year. Any adjustment of annual dues beyond the above delegated authority limit shall be referred to the Membership in accordance with the Bylaws.[5]

VI. Policy Review

This policy will be reviewed periodically as part of the Long-Range Financial Planning process.

[5]Bylaws Article III, Section 4.

Approved by AOA Executive Committee in 2009

Approved by the AOA Executive Committee, June 27, 2025

RECOGNITION PROGRAM POLICY

I. Objective

The objective of the Recognition Program is to recognize individual commitment and dedicated service to AOA in the appropriate manner and setting.

II. Leadership Position Recognition

Individual service in AOA leadership positions shall be recognized as follows:

Outgoing President	Presidential Plaque, Gavel or Recognition Gift
Outgoing Executive Committee Reps (1 year minimum)	Plaque or framed Certificate of Appreciation signed by AOA President
Outgoing Standing Committee Reps (1 year minimum)	Plaque or framed Certificate of Appreciation signed by AOA President

The outgoing AOA President is recognized and a gift presented by the President-Elect during the Annual Conference.

The outgoing Immediate Past President is recognized at the Annual Conference.

Outgoing Executive Committee Representatives are recognized and presented certificates/plaques by the AOA President at the Annual Conference. The outgoing Conference Chair is typically recognized and a gift presented by the President at the January Executive Committee Meeting.

At the discretion of the AOA President, the Executive Committee Representatives may be introduced and recognized AS A GROUP during the President's Awards Luncheon or otherwise at the Annual Conference.

III. Lifetime Honorary AOA Member Award

A. Background. AOA has a history of recognizing and honoring those who have supported the organization through exemplary service.

The thirty-year service of John Francis, as legal counsel, prompted the creation of a special service recognition award in his name. Awardees over the years have included a diverse selection of those individuals beyond the leadership

ranks who have demonstrated consistent and outstanding service, typically in a special focus area.

The Harvey Goodfriend memorial award honored a beloved AOA leader and newsletter editor by granting lifetime honorary AOA memberships to deserving retirees, or others leaving auxiliary organization service, for their exceptional and broad contributions to AOA.

B. Reconstituted Award. While continuing to acknowledge and honor the service of these two past leaders, these two awards are now reconstituted as the *Lifetime Honorary AOA Member Award*.

C. Award Candidacy Criteria. Award candidates put forward by nominators to the Award Nominations Committee should clearly and specifically demonstrate the following illustrative criteria:

- Extended professional involvement in the ranks of AOA leadership;
- Ongoing support to AOA programs, particularly the Annual Conference;
- Extensive and shared knowledge of the role and functions of auxiliary organizations; or
- Consistent support to AOA and of its member organizations.

Candidates shall be drawn from member-organization employees, Chancellor's Office officers or staff, or AOA service-providers who have retired, or are retiring or transferring to another position outside the CSU system as of September 1 of the year preceding the annual conference at which awards are presented.

Candidate nominators shall represent a member-organization, but need not be an AOA officer, Executive Committee Representative or Committee Chair.

D. Nomination Process. The Nominations Committee Chair President will appoint an Award Nomination Committee Chair who shall jointly appoint two to five additional committee members. The Award Nominations Committee Chair should have many years of AOA experience including several years on the Executive Committee. Committee membership should be diverse, represent a broad range of auxiliary types, and have significant AOA involvement / experience. Composition of the Award Nomination Committee shall be anonymous, except for the Chair.

Candidate nominators should expect the Award Nomination Committee Chair to be in contact to obtain needed clarifying or additional information on candidates.

E. Award Schedule

Call for Candidate Nominations: August through October 15

Award Nomination Committee Meeting: Late October

Executive Committee Action on Award Nominee(s): November Meeting

Award Presentation(s): January during Annual Conference

E. Award Perquisites:

- Exemption from Annual Conference Registration Fees;
- Waiver of Annual Conference Guest Registration Fee for Award presentation; and
- Reimbursement of Annual Conference travel and hotel lodgingexpenses for Award presentation.

F. Multiple Awards. This annual recognition may be awarded to more than one nominee if warranted and upon the recommendation of the Award Nomination Committee.

IV. Outstanding Accomplishment Award

From time to time the Officers Group may authorize deserving individuals proposed by Executive Committee Representatives or Liaison representatives, for outstanding accomplishment recognition in service to AOA or to any of its member-organizations.

The Officers Group shall solicit proposed award recipients by mid-August to be submitted back by September 15. Selected awardee(s) shall be reported to the Executive Committee on or before October 15.

This recognition may be awarded each year to more than one qualified individual.

Recipients of an *Outstanding Accomplishment Award* shall be introduced and recognized at the Annual Conference during the President's Luncheon, and presented with a Visa Gift Card.

Approved by the Executive Committee on August 17, 2018

AOA
SIGNATORIES AND REPOSITORY OF CONTRACTS POLICY

Purpose

The purpose of this policy is to ensure that AOA has a clearly articulated policy in place with regards to the execution of contracts that obligate the organization to perform in some manner; which often contain financial obligations/risks on behalf of AOA. The second goal of this policy is to establish an official repository of executed contracts on behalf of the organization.

The decentralized manner in which AOA conducts its business has been successful to date as evidenced by the great work of the Standing Committees. However, the organization must have a centralized approach to record keeping and the maintenance of its corporate files.

To that end, this policy provides that all contracts executed on behalf of and obligating the AOA be signed by two Officers of the organization and provides that an executed copy be kept within the corporate files that are in possession of the Secretary/Treasurer.

Policy

1. Contracts in the name of the Auxiliary Organizations Association (AOA) require the signature of two authorized individuals (one being the Secretary/Treasurer).

2. The following positions are authorized to execute contracts in the name of AOA:
    a. President
    b. President-Elect/ Conference Committee Chair
    c. Immediate Past President
    d. Secretary/Treasurer

3. All executed contracts must be forwarded to the Secretary/Treasurer for signature and final execution. The Secretary/Treasurer will then retain a copy within the corporate files of the organization.

Approved by the Executive Committee on November 14, 2003 and updated in 2009

AOA
RECORDS MANAGEMENT POLICY

Background and Purpose

The Auxiliary Organizations Association (AOA) recognizes that sound business practices call for the orderly management of its official records, together with a documented records retention and destruction schedule congruent with applicable state and federal laws and regulations.

This statement identifies the major record compliance standards, establishes a comprehensive records management policy, and provides for a records retention schedule, and an implementation process.

It is recognized that AOA is an evolving organization and that the scope and extent of this policy will need to keep pace with that evolution. This is particularly the case with the interim arrangements for archiving organization "hard-copy" records. The present arrangement involves temporary storage of these records at a private storage facility in Chico, under the custody of the AOA Business Manager.

Primary Compliance Standards

As a nonprofit public benefit tax-exempt corporation, the AOA is required to comply with records and report management standards of the Attorney General, the Franchise Tax Board, the Secretary of State, and the U.S. Internal Revenue Service, including the following specifically related to record retention:

- Access to Records. *The California Attorney General has the statutory authority to inspect all organization documents* [Corps. Code § 5250].

- Retention of Tax-related Records. *Federal tax information returns must be maintained for three years* [U.S. Treas. Reg. § 1.6033-2(a)(2)(i)]. *Federal and State tax returns and related documents should be kept for eight years* [IRS Pub 583, Table 3 & Rev & Tax Code § 19057].

- Corporate Documents Retention. *Up-to-date original or copy of articles of incorporation and bylaws must be kept at organization's principal California office* [Corps. Code § 5160]. *Adequate and correct books and records of account, including board and committee proceedings shall be kept* [Corps Code § 6320].

Policy

All official records (paper, microfilm, electronic, or any other media) will be created, distributed and filed on an orderly basis. Such records shall be retained for the minimum periods stated in the *Records Retention Schedule* (see below). After a specified period of time, official records must be disposed of in a manner that is consistent with, and systematically carried out in accordance with, prescribed records management guidelines and procedures, including a filing system, developed and maintained by the Secretary-Treasurer.

Duplicate files, duplicate copies, and stocks of obsolete forms or pamphlets originally intended for distribution are not considered to be official records or record copies. Duplicates or non-record convenience copies should be destroyed when they cease to be useful and should never be kept longer than the official record copy.

The *Records Retention Schedule* (see below) provides a list of official organization records and prescribes *minimum* periods of authorized retention. The *Schedule* may be revised periodically by the Secretary-Treasurer to include a newly created record type or series, to change retention compliance periods, or to delete a record type or series no longer required or deemed useful. *Schedule* revisions shall be brought to the attention of the Executive Committee and published as a Revised Schedule to this policy statement.

Notwithstanding the prescribed minimum retention periods, all records must be maintained until all required audits or inspections by agencies of competent jurisdiction are completed and should be retained beyond the listed retention period(s) when there is a probability of litigation either involving records or requiring their use.

Documents may be maintained for the prescribed minimum retention period(s) in microfilm or other equivalent electronic media, as long as they are readily accessible. Official records kept only in electronic format must be identified in the *Retention Schedule* and must comply with any applicable statutory or regulatory standards.

Consistent with applicable compliance standards and good business practices, the Secretary-Treasurer is authorized to implement this policy, including: adopting and maintaining a systematic records filing system; updating the *Records Retention Schedule*; converting records to an alternative archive media; and destruction practices. Implementation practices shall be subject to the operating budget process, and periodic reports to the Executive Committee on significant implementation developments.

Schedule Revision History

Revision No.	**Date**

Approved by the Executive Committee on January 12, 2008

AOA RECORDS RETENTION SCHEDULE (1/12/08)

Description of Record(s)	Manner of Record Keeping	Disposition Period
1. **Corporate Records**:		
Incorporation documents, such as Articles of Incorporation, Bylaws, & related instruments (Tax ID No.) (past & current)	Maintain in Official Corporate Record Book (current first)	**Permanent** Obsolete documents may be archived.
Tax-exemption documents, including tax exempt application, determination status letter & related documents	Maintain in Official Corporate Record Book (current first)	**Permanent.** Federal law requires these documents to be held at organization's designated office, and to be made available (w/exceptions) for public inspection upon request.
Board meeting documents (agendas, Minutes & related documents)	Compile & file by operating year	Permanent. **These documents should include only necessary information.**
2. **Transaction Records**		
Year-end Financial Reports/Statements	Compile & file by operating year	**Permanent.** Three years held by Secretary-Treasurer, then archived.
Annual Independent Audit Reports & related documents	Compile & file by operating year	**Permanent.** Three years held by Secretary-Treasurer, then archived.
Secretary-Treasurer Reports	Compile & file by operating year	Three years**.**
Bank Statements, canceled checks, check registers, investment statements & related documents	Compile & file by operating year	**Eight years.** Three years held by Secretary-Treasurer, then archived.
Annual Tax Information Returns – Federal & California	Compile & file by reporting year. Federal law requires that the three most recent year returns be kept at the organization's office & be made available (w/exceptions) for public inspection upon request.	**Three years** by Secretary-Treasurer. Archived for **Five additional years.**
Agreements, contracts, leases & other documents of obligation	Compile & file by operating year.	**Three years** from end of obligation.
3. **Conference Records**		
Planning Committee guides, forms & related documents	Compile & file by year.	**Three years** or when revised.
4. **Publications**		
Pamphlets, monographs & related publications	Compile & file by topic	**Three years** or when revised.

AOA
STANDING COMMITTEE FUNDING POLICY

Purpose

The purpose of this policy is to provide Standing Committee Chairs a process to request funds for the needs of the committee.

Policy

Annually, during the budget process, standing committee chairs shall prepare and submit a formal request for funds to the Executive Committee, including reasonable meeting expenses (facility charges, trainer fees, and food expenses proposed in connection with the meeting/conference). Individual participants are responsible for travel, lodging, and for meal expenses not covered in the meeting fee. The annual request for committee funding should project the amount of funds required and the expected purpose of which those funds will be utilized.

Funding is available for the cost of speakers/trainers obtained for the standing committees held at the annual conference. Funding for such programs requires a formal request submitted to the Conference Planning Committee.

While there is no annual minimum or maximum number of standing committee meetings allowed, nor a minimum or maximum number of days over which to hold such meetings or conferences, they should be relevant and necessary.

From time to time, whether during the annual budget process or not, standing committee chairs may develop, in concert with their respective committees, and submit to the Executive Committee formal requests for special project funding to support either the committee or AOA's mission.

Additional funding consideration is given to standing committees for training needs arising from new legislation or compliance requirements.

All funding requests are considered by the Executive Committee based upon available funds, the request justification, and Association priorities.

Approved by the Executive Committee on March 21, 2008

AOA
LIMITED DELEGATED AUTHORITY TO OFFICERS GROUP POLICY

Purpose

The Bylaws provide that the Executive Committee, as the AOA governing body, has the authority, subject to membership powers, to manage the organization.

The purpose of this policy is to ensure that there is sufficient continuity of organization operations between Executive Committee meetings by delegating limited authority to a designated Officers Group to act in certain circumstances on behalf of the Executive Committee.

Policy

At the initiation of the President or President-Elect, the Officers Group may meet to consider and act on behalf of the Executive Committee in the following situations when it is not practicable for the Executive Committee to meet, and circumstances are deemed to require prompt action:

a. Policy positions of the organization, consistent with CSU policy;
b. Unbudgeted expenditures not to exceed $20,000, for purposes consistentwith purpose of the organization; or
c. Special projects involving expenditures within the limits specified in 1(b) above.

The Officers Group under this policy shall consist of the following positions:

a. President
b. President-Elect
c. Immediate Past President
d. Secretary/Treasurer

Any actions taken by the Officers Group must be unanimous and shall be promptly reported in writing or electronically to the Executive Committee by the President or an Officer Group designee of the President. All such actions shall be included in the President's Report on the agenda of the subsequent Executive Committee meeting.

Approved by the Executive Committee on November 16, 2007

AOA
ACCOUNTING AND ADMINISTRATIVE POLICY

General

A. The Secretary/Treasurer also serves as AOA's Business Manager providing assigned administrative support services. Other officers provide assigned internal control, oversight, and alternate signatory authority.

B. The Association's Administrative Office will utilize accounting and administrative procedures and internal controls that are consistent with applicable compliance standards and professional business practices.

C. The Association's Business Manager, in consultation with the Officers Group, may implement this policy statement with more detailed procedures.

D. The Administrative Office's operative business practices will be reviewed annually by the Association's external audit firm and any recommendations will be reported to the AOA Executive Committee.

Management and Oversight

A. The President (or the designated officer, in the absence of the President) will review and approve all payments/reimbursements to the Secretary/Treasurer.

B. The President will have view only on-line access to AOA bank accounts, and will receive hard-copy copies of AOA's investment account statements. The President will have periodic review access to the AOA accounting system utilized in the conduct of AOA business. The President will review the monthly bank statements and provide written approval of the monthly bank reconciliation done on the AOA accounting system.

C. Expenditures not included in the approved annual operating budget will be taken to the Executive Committee for approval.

D. The President will review, on a monthly basis, a printout of all Association financial transactions. Quarterly, the Executive Committee will be provided with a YTD listing of financial transactions.

E. The Business Manager will notify the President (via email) when issuing Accounts Payable checks in excess of $10,000, and confirmation by the President will be attached to the payment authorization. Contractual relationships over $10,000 require prior approval by the Executive Committee. The Business Manager will notify the President when executing contracts under $10,000.

F. The President, with approval from the Executive Committee, will appoint an officer (or other designee) who resides in proximity to the Association office to serve as the alternate signatory authority for the Business Manager. In urgent situations in the absence or incapacity of the Business Manager, the designated alternate will transact Association

business at the direction of the President. The designated alternate individual will be identified as a co-signatory on the AOA bank account, have a key to the Association Post Office box, and have access to and some basic knowledge of the Association's accounting practices and back-up systems, as well as office files and storage materials. The designated alternate shall be "re-designated" after written confirmation of acceptance of the designation on an annual basis. The designated alternate will also agree in writing to uphold all policies and procedures of the AOA and will be subject to AOA's policy requiring an annual conflict of interest certification.

Accounting Practices

A. Capitalization and Depreciation Threshold. Capital assets purchased with an effective useful life of more than one year and a cost of $5,000 or more will be capitalized and depreciated. Computer-related assets and software will generally be depreciated over a three-year period.

B. Bad Debts. Uncollectable accounts will be written off annually upon authorization of the Executive Committee.

C. Annual Audit of Financial Statements. The Business Manager will prepare draft financial statements for audit by the Association's external CPA firm. As part of the annual audit process, the CPA firm will conduct a phone interview with the current AOA President. Upon completion of the firm's draft audit report, the Officers Group, acting as the AOA Audit Committee, will review the report and, at its discretion, hold a teleconference meeting with the audit firm to ask questions and discuss the report before it is finalized. The President, acting as Chair of the Audit Committee, will present the final audited Financial Statements and the auditors' accompanying Report to the Board to the Executive Committee and recommend acceptance.

D. Tax Information Returns Review. The Business Manager will collaborate with the Association's independent audit firm to prepare the annual exempt organization tax information returns (IRS Form 990 and FTB 199) for filing on a timely basis. Final tax returns will be reviewed by the Executive Committee prior to submission to the tax agencies and authorized by the Officers Group for submission.

E. Annual Report to Membership. Pursuant to Corporations Code Section 6321, the Executive Committee shall cause an annual report to be sent to the membership not later than 120 days after close of the fiscal year. The annual report and any accompanying material may be sent by electronic transmission.

F. Information Back-Up Procedures. The AOA Business Office shall maintain an external hard-drive copy of all the AOA financial, business and organizational records existing on its computer. In addition, these files will be separately backed-up on an off-site system (e.g., the AOA server, cloud storage) for further security and accessibility.

Other Policy and Practices References

Refer to the Investment Policy, Reserve Policy, Signatories and Repository of Contracts Policy, and Records Management Policy.

Approved by the Executive Committee on March 16, 2012, and amended on November 15, 2013 and November 21, 2014

AOA
CORPORATE TRANSPARENCY AND PRIVACY POLICY

Purposes

The Auxiliary Organizations Association (AOA) and its member organizations are committed to the principles of transparency and accountability by making information available on governance structure, operating policies, and its financial condition as reflected in annual audited financial statements including annual federal and state informational/tax returns.

Member organizations are subject to the *Richard McKee Transparency Act of 2011*. This Act establishes a robust framework relating to the disclosable and protected records.

AOA intends that this policy shall implement IRS standards on public disclosure expected of nonprofit organizations.

On the other hand, protecting corporate business information requires a responsible degree of control and discretion consistent with law and security standards.

This policy statement complements the *Data and Information Use Policy* and should be read consistent with its provisions. A *Records Management Policy* includes records retention and destruction schedules. See *AOA Policy and Practices Manual*.

Information Available to the Public

AOA shall post on its website and make the following records available upon request in a timely manner:

1. Governance Documents, including, but not limited to:

    a. A list of the current officers and governing body members
    b. Articles of Incorporation
    c. Bylaws
    d. Exempt Organization Determination Letters
    e. Current Policy Manual
    f. Committee Operating Guidelines

2. Financial Reports and Other Program Materials

    a. Annual Audited Financial Statements prepared by an external CPA firm and approved by the Executive Committee
    b. Federal and State Informational/Tax Returns approved by the Executive Committee
    c. Annual Budget approved by the Executive Committee

d. Periodic Financial Activity Reports reviewed by the Executive Committee

Protecting Business Information

AOA shall secure corporate records, including electronic communications, in an efficient manner that assures protection from unauthorized disclosure, destruction, or modification. Prudent measures shall be taken to establish, protect and assert privacy and proprietary rights to important information as may be necessary.

Information protection efforts shall be devised to minimize costs while best suiting the information's risk, value, or sensitivity.

Delegation of Authority

The Executive Committee, as the AOA governing board, delegates to the Officers Group the authority to implement this policy, to manage the AOA website in accordance with this policy, to develop information classification standards, and, with the further objective of informing member organizations and the public of AOA's major activities and programs, to provide information that supports the organization's mission.

Adopted by the Executive Committee on June 19, 2015

AOA
STANDARDS OF CONDUCT POLICY

Purpose

To restate statutory standards of conduct applicable to Executive Committee (governing board) members and officers, and to establish a policy framework of parallel standards for volunteers, agents and other representatives of the organization.

Reference

California Corporations Code, Section 5233

Background

The Auxiliary Organizations Association is a chartered California nonprofit public benefit corporation and its governing board (the Executive Committee), officers, and representatives from member organizations have a fiduciary duty to exercise care, skill and sound judgment in all organization affairs.

Some Executive Committee members may also be auxiliary organization or state employees or officers subject to statutory and Board of Trustees requirements distinct from the requirements set forth in this statement. This policy applies to all Executive Committee members.

Each Executive Committee member has a general affirmative duty to know and understand the conflict-of-interest standards, and to disclose to the Executive Committee any known real or perceived transaction conflict, and to step aside from deliberations and actions on such matters.

Policy

A. Self-Dealing Director Transactions under Corporations Code

Transactions of the organization that involve an Executive Committee member with a material financial interest may be subject to Corporations Code self-dealing standards. The following are typical examples of permissible transactions under Corporations Code standards:

- Setting compensation for Executive Committee members or Executive Committee members as officers;
- Employment contract between organization and an Executive Committee member;

- Actions that are part of the organization's public or charitable purposes, when approved in good faith and without unjustified favoritism (even if one or more board members or their families benefit as part of the class of persons intended to benefit from the program);

- Other organization transactions involving an "interested" board member(s) who have no actual knowledge of the transaction, and the financial interest in the other party to the transaction does not exceed the lesser of 1% of gross receipts for the preceding fiscal year, or $100,000; or

- The approval prior to or after the transaction is obtained from the Attorney General, or through the statutory validation process by the Executive Committee, or by a committee or officer authorized by the Executive Committee.

B. Other Actions or Transactions

Except as provided in Section A above, Executive Committee members, officers, employees, volunteers or designated agents or other representatives shall not engage in self-dealing actions or transactions in which they have a personal pecuniary interest. Examples include, acceptance of compensation, advances, discounts, loans, gifts, entertainment or other favors in actual or perceived exchange for, or to influence organization actions, judgments or transactions.

The organization encourages the prompt disclosure of any such conflict, real or perceived, to the AOA President for review and determination. In any case involving the AOA President, disclosure shall be made to the AOA Compliance Advisor for review and determination consistent with this policy statement.

Procedures

A. Executive Committee Deliberations and Actions under Financial Interest Circumstances

Any Executive Committee member with an actual or apparent financial interest in a pending or completed transaction involving the organization shall promptly disclose the nature and scope of that interest to the designated officer, and thereupon be recused from participating in any deliberations or actions on that matter. The Executive Committee meeting minutes shall note the disclosure and recusal. The Executive Committee shall then make a determination whether or not the transaction is permissible and just and reasonable for the organization at that time and under the circumstances. If so, the Executive Committee may then authorize, approve, or validate the transaction in good faith by a vote sufficient for the purpose of the action without counting the vote(s) of such financially interested Executive Committee member(s).

B. Purchasing/Expenditure Authorization Certification

Organization officers, agents or others with purchasing and expenditure authority shall receive, review, sign and return the *Signature Authorization Certification*, in a form prescribed by written procedures, acknowledging the following prohibitions and certifying that they will avoid them:

- Engaging in or having any self-interest in any business or transaction, or incurring any obligation which conflicts with or gives the appearance of conflicting with or impairing independent judgment in the discharge of duties owed the organization;

- Accepting money, tips, or other considerations for work required or expected in the regular course of organization duties;

- Self-referring organization clients, donors, or customers, or recommending others with which there is a personal pecuniary (financial) interest;

- Accepting gifts, gratuities or other favors from those having a business relationship, or prospect of a relationship, with the organization; or

- Disclosing organization information, not a matter of public record, without authority, or using such information for personal gain.

Approved by the AOA Executive Committee on August 17, 2012

AOA
WHISTLEBLOWER PROTECTION POLICY

General Policy

The Auxiliary Organizations Association ("the organization") requires Executive Committee Members and members of standing committees or other similar sub-boards, officers, any employees, and agents or other representatives, to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. The organization's reputation and credibility depends in large measure upon the consistent practice of honesty and integrity in all operations and matters.

Reporting Responsibility

This Whistleblower Protection Policy is intended to encourage and enable the raising of serious concerns internally so that the organization can address and correct inappropriate conduct and actions. It is the responsibility of all Executive Committee Members and any committee members, officers, employees and volunteers or other representatives to report concerns about conflicts with the organization's conduct standards policy or suspected violations of law or regulations that govern the organization's operations.

No Retaliation

It is contrary to the values of the organization for anyone to retaliate against those who in good faith report a suspected conduct of standards violation, or a suspected violation of law, such as a complaint of discrimination, suspected fraud, or suspected breaches of organization policy. Retaliation against someone who has reported a violation in good faith shall be considered a serious breach of the organization's standards of conduct.

Reporting Procedure

This organization has an open door policy that encourages questions, concerns, suggestions or complaints about corporate affairs. Complaints or concerns about suspected ethical and legal violations should be reported to the Compliance Officer who has the responsibility to investigate all reported complaints.

Compliance Officer

The organization's Compliance Officer is responsible for ensuring that all complaints about suspected unethical or illegal conduct are investigated and resolved. The Compliance Officer will advise the Officers Group and the Executive Committee of all complaints and their resolution and will report at least annually to the Executive Committee through the Officers Group on compliance activity relating to any complaints, including any accounting or alleged financial improprieties.

The Compliance Officer designated to receive, investigate and respond to complaints is the AOA Compliance Consultant. The AOA President serves as the alternate point of contact for receiving and processing complaints under this policy.

Accounting and Auditing Matters

The Compliance Officer shall immediately notify the Officers Group of any concerns or complaint regarding corporate accounting practices, internal controls or auditing and work with the Executive Committee until the matter is resolved.

Acting in Good Faith

Anyone filing a written complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious misconduct.

Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Handling of Complaints

The Compliance Officer will notify the person who submitted a complaint and acknowledge receipt of the reported violation or suspected violation. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

Approved by the AOA Executive Committee on August 17, 2012

AOA
MEMBER EMPLOYEE BENEFITS ANCILLARY PROGRAM STATEMENT

Background

The Auxiliary Organizations Association (AOA) has developed and intends to further facilitate an ancillary service support program (Program) around one or more benefit plans available to all AOA member-organizations for their employees. To better organize and manage the Program, the AOA Executive Committee has endorsed the creation of the CSURMA/AORMA Benefits Program Committee.

Purpose

This statement outlines the relationship between the Group and AOA, the framework within which the Group agrees to operate, and the general policies of the Program as viewed by both AOA and the Group.

AOA Relationship

AOA serves a limited role as a facilitator of this Program by:

a) Helping to identify member employee benefit plan needs for inclusion in the Program;

b) Negotiating with qualified private benefit providers (directly or through a broker) based upon Program requirements;

c) Acting as the policyholder of plans on behalf of the Group through appropriate written master arrangements with private benefit plan providers or through a broker agreement(s) approved by the Group;

d) Assisting with the marketing of approved plans to AOA member organizations; and

e) Evaluating Program effectiveness.

Group Framework

The Group is charged with:

a) Assessing the needs of member-organizations for benefit plans and coverage features;

b) Recommending benefit plans and coverage features for the greatest benefit of all auxiliaries;

c) Screening for qualified private benefit providers;

d) Overseeing Program benefit plans and serving as liaison to benefit providers; and

e) Recommending Program improvements, including long-range plans.

Composition of the Group shall include at least one participating member-organization in each of the Program benefit plans. As initially structured, organizations participating in the medical program shall be invited to participate as long as that number does not exceed 10. At the point when there are more than 10 organizations participating in the medical

program, membership in the Group (up to 10) will be determined by a vote of those participating in the medical program and must be representative of the demographics affected by size and location. The Group will have the option of inviting subject-matter experts to participate in meetings as well as non-participants in order to assist with assessing the needs of all AOA member organizations.

The Group shall meet to conduct business on a timely, scheduled basis on matters set out in a notice and agenda to all Program participating member-organizations at least seven working days in advance of each meeting. Urgency matters may be considered and acted upon by the Group within three working days notice of the agenda matters to Group participating member-organizations. Urgency meeting notices shall disclose the nature of the matters requiring urgent consideration/action.

The Group shall designate a Group Chair who is a representative of a Group member-organization. The Group Chair shall organize and conduct Group affairs, including meetings, correspondence and representation of the Group to others (and act as liaison to the AOA Executive Committee).

Recommendations for Group matters shall be reported to the AOA Executive Committee for approval. Approval for Program modifications shall vest with the Executive Committee which in turn has the authority to delegate approval authority to the Officers Group. When time constraints are involved (e.g., at renewal time), the Group will report directly to the Officers who will have authority to approve such recommendations.

Member-Organization Responsibilities

Each member-organization participating in the Program shall be separately responsible for (in a manner consistent with the provision of each group benefit plan arrangement):

a) Eligibility determination
b) Enrollments
c) Communication of benefit programs
d) Premium payments under group benefit plans in which it elects to participate

General Program Policies

Participation in the Program is limited to AOA member-organizations having good-standing status as defined in the California Code of Regulations, Title 5, Section 42406.

AOA and the Group shall exercise Program due diligence and engage in practices within industry-accepted standards. Program group employee benefit plans shall comply with applicable law.

The Group and the AOA Executive Committee may develop and adopt more detailed written policies and practices consistent with this statement. All policies and practices shall be reported to participating member-organizations, the Group, and the AOA Executive Committee.

Approved by the Executive Committee on November 16, 2012

AOA
CONFLICT OF INTEREST PROCEDURES

Reference: *Standards of Conduct Policy*

Purpose: To implement the referenced policy statement with conflict of interest procedures.

Background:

The organization's *Standards of Conduct Policy* calls for written procedures to implement the policy. These procedures include definitions, certification processes, and reporting forms. The procedures must be consistent with the policy statement, and have been reviewed and approved by the Officers Group.

Definitions:

A *conflict of interest* (potential or actual) exists when legal obligations or widely recognized professional or accepted norms are likely to be compromised by a person's other interests, particularly if those interests are not disclosed. This term is frequently attached to situations described as *perceived conflicts of interest* – that is, when others may view a relationship or involvement with a transaction as creating a compromising position for the person(s). *Perceived conflicts* typically involve more subjective values, but must still be considered within the context of the organization's policy and mission. The fundamental question to be answered is: *how would an ordinarily reasonable and prudent person decide?*

Financial Interest in a decision means that it is reasonably foreseeable that a decision by the person will have a material financial or economic personal, family or business effect on that person. Such an effect should be distinguished from its effect on the public generally. Materiality may be gauged by the following examples:

- A business entity in which the person has a direct or indirect investment of at least $1,000.
- Real property in which the person has a direct or indirect interest worth at least $1,000.
- An income source (excluding gifts or commercial loans on terms available to public) totaling at least $250 in value provided to, received by or promised to the person within 12 months before the decision.
- A business entity in which the person is a director, officer, partner, trustee, employee, or manager.
- A donation (direct or through agent or intermediary) of a gift(s) totaling at least $250 in value provided to, received by, or promised to the person within 12 months before the decision.

Personal Pecuniary Interest or Gain means any direct or indirect material financial or economic advantage derived by a person from a transaction or use of information. Indirect advantage includes any investment or interest owned by the spouse or dependent child of the person, by an agent for the person, or by a business entity or trust in which the person, the person's agent, spouse, or any dependent children own directly, indirectly, or beneficially, at least a 10% interest.

Transaction of the Governing Board means any action by the Executive Committee that approves, authorizes, or ratifies a business arrangement or exchange, or establishes a relationship involving either consideration or an intent to donate. An agreement or contract is a type of transaction.

Procedures:

Annual Executive Committee Member Certification

Following the last meeting of the Executive Committee in the fiscal year, each Board member shall receive a *Related Party Questionnaire and Conflict of Interest Certification* form with a copy of the organization's *Standards of Conduct Policy* and implementing procedures, with instructions for completing and returning the form.

Completed forms shall be returned to and reviewed by the AOA President in accordance with the *Standards of Conduct Policy*. Any policy conflicts raised in any of the completed forms shall be resolved and documented. All completed forms and related documentation shall be filed and retained consistent with the organization's records retention policy and practices.

Conflict of Interest Reporting

Potential or actual Executive Committee member or employee conflicts of interest shall be reported in writing on a timely basis to the AOA President in accordance with the *Standards of Conduct Policy*. Such reports shall include a concise, but complete statement of facts (including dates, nature of transactions or decisions, individuals/entities involved, and financial materiality).

Purchasing/Expenditure Authorization Certification

Employees or agents authorized to make purchases for the organization, expend organization funds, or otherwise obligate organization assets shall first receive, review, sign and return the *Signature Authorization Certification* form. The form shall include the prohibitions cited in the *Standards of Conduct Policy.*

Completed forms (with copy to certifying person) shall be reviewed by the AOA President and filed in accordance with the organization's records retention policy and practices.

Consultation Process

Conflict of interest issues can often be complex in nature. As the reviewing official, the AOA President may consult with the Officers Group and legal counsel in appropriate circumstances to prudently assess and resolve conflict circumstances in the best interest of the organization.

Procedures Report to Executive Committee

These procedures, and any changes to them, shall be reported to the Executive Committee. The reviewing official shall periodically review these procedures and make appropriate recommendations to the Officers Group.

Forms:

Attachment – *Related Party Questionnaire and Conflict of Interest Certification*

Attachment – *Signature Authorization Certification*

Authorized by the AOA Officers Group on November 15, 2012

Auxiliary Organizations Association
RELATED PARTY QUESTIONNAIRE & CONFLICT OF INTEREST CERTIFICATION

1) Have you or any related party of yours had any interest, direct or indirect, in any of the following transactions since July 1, 20xx – June 30, 20xx to which the organization was, or is to be, a party?

	YES	NO
Sale, purchase, exchange, or leasing of property?	[ ]	[ ]
Receiving or furnishing of goods, services, or facilities?	[ ]	[ ]
Transfer or receipt of income or assets?	[ ]	[ ]
Maintenance of bank balances as compensating balances for the benefit of another?	[ ]	[ ]
Acting as a director, officer, partner, trustee, employee, or manager in a business entity?	[ ]	[ ]
A direct or indirect investment in a business entity of at least $1,000?	[ ]	[ ]
Other transactions?	[ ]	[ ]

2) Do you or any related party of yours have any interest, direct or indirect, in any of the following pending or incomplete transactions to which the organization is, or is to be, a party?

	YES	NO
Sale, purchase, exchange, or leasing of property?	[ ]	[ ]
Receiving or furnishing of goods, services, or facilities?	[ ]	[ ]
Transfer or receipt of income or assets?	[ ]	[ ]
Maintenance of bank balances as compensating balances for the benefit of another?	[ ]	[ ]
Acting as a director, officer, partner, trustee, employee, or manager in a business entity?	[ ]	[ ]
A direct or indirect investment in a business entity of at least $1,000?	[ ]	[ ]
Other transactions?	[ ]	[ ]

3) Have you or any related party of yours been indebted to or had a receivable from the organization at any time since July 1, 20xx – June 30, 20xx? Please exclude amounts due for ordinary travel and expense advances.

YES [ ] NO [ ]

4) Do you know of any related party that has misappropriated assets or committed other forms of fraud against the organization?

YES [ ] NO [ ]

5) Do you know of any person or organization that should be receiving this questionnaire?

YES [ ] NO [ ]

6) Have you or any related party of yours had any interest, direct or indirect, in any transactions since July 1, 20xx – June 30, 20xx, or in any pending or incomplete transactions, to which any pension, retirement, savings, or similar plan provided by the organization was, or is to be, a party? Do not include payments to a plan or payments by the plan made pursuant to the terms of the plan.

YES [ ] NO [ ]

The answers to the foregoing questions are correctly stated to the best of my knowledge and belief. **I have received, read and will comply with the organization's *Standards of Conduct Policy Statement* and *Conflict of Interest Procedures*.**

Print Name _____ Signature _____

Date _____ Title _____

Auxiliary Organizations Association

SIGNATURE AUTHORIZATION CERTIFICATION

Authorization Requested:

Name of Appropriate Administrator Applicant _____

Acknowledgements:

I acknowledge the following prohibitions and shall avoid them:

- Engaging in or having any personal pecuniary interest in any business or transaction, or incurring any obligation which conflicts with or gives the appearance of conflicting with or impairing independent judgment in the discharge of duties owed the organization;
- Accepting money, tips, or other considerations for work required or expected in the regular course of organization duties;
- Self-referring organization clients, donors, or customers, or recommending others with which there is a personal pecuniary interest;
- Accepting gifts, gratuities or other favors from those having a business relationship, or prospect of a relationship, with the organization; or
- Disclosing organization information, not a matter of public record, without authority, or using such information for pecuniary gain.

Signature_____Date _____

Certification

I approve the individual(s) listed above to be the designated person(s) for financial and contractual transactions consistent with established policies and procedures.

Name of Authorizing Officer _____

Signature_____Date: _____

AOA
SCHOLARSHIP OF EXCELLENCE POLICY

Purpose

The purpose of the AOA Scholarship of Excellence is to recognize California State University (CSU) students with scholarship funds to support academic and academic-related expenses. The basis for scholarship awards shall be a combination of academic excellence and service to the campus or community, particularly to a CSU auxiliary or a nonprofit organization.

Ideal candidates should be able to demonstrate a history of service to auxiliary organizations at their campus of origin or throughout the California State University system. Examples include but are not limited to, serving as a member of an auxiliary organization governing board, volunteering time for a child development center or community service nonprofit organization, conducting scholarly research on an externally awarded contract or grant, promoting the mission of an auxiliary organization through committee or volunteer work, or by serving as an elected or appointed student leader.

Funding Source

Number of Awards: The Auxiliary Organizations Association (AOA) on an annual basis shall fund scholarships for up to two CSU students that meet the required award eligibility criteria.

Dollar Amount of Award: Up to $5,000.00 will be awarded to each student awardee.

Source: The AOA Secretary-Treasurer shall include a recommended appropriation of up to $10.000.00 in the annual budget to fund the scholarship(s) in advance of the ensuing scholarship award cycle, for review and approval by the Executive Committee.

Timeline

Announcement of the annual Scholarship of Excellence awardees shall be made at the regularly scheduled annual AOA conference typically held in January. As stipulated in the application procedure, an application announcement and specific deadline shall be established annually. The application announcement will typically be made in the fall semester and awards will be made the following spring.

Required Award Eligibility Criteria

The ideal student candidate must meet the following eligibility criteria:

- Be a currently enrolled full-time undergraduate or graduate CSU student with at least one more academic year of full-time coursework;
- Possess a minimum 3.0 grade point average (GPA);
- Be in good standing with the student's university;
- Be able to demonstrate service to a CSU auxiliary or nonprofit organization.

Selection

A scholarship selection committee shall be created annually. The Chair of the Nominations Committee will assist by selecting a Chair from the Executive Committee membership. The scholarship selection committee shall have no more than two representatives from any one campus. AOA service providers will be responsible for the overall coordination of the application process. In addition to the Chair, committee membership shall comprise of the following:

- The Executive Director of the California State Students Association (CSSA)
- The Chair of the AOA Associated Students/Student Union/Recreation Center Standing Committee
- Four additional members of the AOA Executive Committee

Upon announcement of the annual scholarship, the scholarship selection committee shall review all applications, as provided by each applicant, and then select the award recipient(s) from among eligible applicants.

Applications will be accepted from each of the California State University (CSU) Auxiliary member organizations. Student applicants may self-nominate themselves. A letter of reference/endorsement from a CSU Auxiliary Organization employee(s) must accompany all applications. Student applicants are expected to apply directly to the AOA business office, by the established deadline.

Award

The Scholarship of Excellence award will be allocated to student awardees via their campus financial aid account, by their Financial Aid Office. Scholarships are disbursed in equal amounts for each academic year term (quarter or semester) of full-time enrollment. This timeline reflects the scholarship awarding cycle and typical operating procedure. In accordance with Federal regulations governing over-awards (34 CFR 673.5), recipients of need-based aid shall have resources coordinated regardless if need is an eligibility requirement.

Use of Award

The AOA Scholarship of Excellence award may be used for qualified or non-qualified educational expenses. The following define those uses:

Scholarship: An amount provided to an undergraduate student to aid them in pursuit of their studies.

a. Qualified Scholarship: A scholarship for tuition and fees, books, supplies and equipment *required* for coursework. These are typically non-taxable to the student.
b. Non-Qualified Scholarship: A scholarship for room, board, or other living costs that does not meet the qualified scholarship criteria. These are typically taxable to the student.

Approved by the AOA Executive Committee on June 21, 2013.
Revised Policy Approved by the AOA Executive Committee August 17, 2018.
Revised Policy Approved by the AOA Executive Committee on August 16, 2019.
Revised Policy Approved by the AOA Executive Committee on August 19, 2022.
Revised Policy Approved by the AOA Executive Committee on August 9, 2024

AOA
DATA AND INFORMATION USE POLICY

Purpose and Background

The Auxiliary Organizations Association (AOA) promotes transparency as well as the proprietary rights of its member organizations. AOA collects data, data sets, and information in electronic, digital or paper form from its member-organizations to support AOA programs and services. At times, information developed from such data is posted on the AOA website with authorized access by employees of our member organizations.

This *Data and Information Use Policy* presents both policy and practices regarding the collection of data or information about its member-organizations, or that can personally identify its member-organization representatives, staff, advisors, sponsors, and associates, and the choices that can be made about the way such information is collected and used. This *Policy* also sets forth AOA's rights regarding content use of data and information and the proprietary rights to data and information of AOA's member-organizations.

This policy statement complements the *AOA Public Reporting and Transparency Policy* and should be read consistent with its provisions. See *AOA Policy and Practices Manual*.

Data Collection

Through AOA's member and research database, AOA collects and stores contact information from individuals as it is knowingly provided to AOA, including email addresses. AOA does not distribute personal information or email addresses to third parties. This information is strictly used by AOA or its member organizations to provide or facilitate providing resources that may of interest to our members, including upcoming events and trainings, new publications, or other resources. Member-organizations and/or their representatives may choose at any time not to provide personally identifiable information, although this may restrict AOA's ability to provide requested services or information.

The following are examples of personally identifiable information provided, with examples of how such information is used by AOA:

- *Email Addresses* - AOA seeks and collects email addresses from User accounts established through member-organizations, affiliated entities or from authorized associates. AOA may use a member-organization and/or its representative's email address to send them emails relating to AOA business or events. AOA does not distribute email addresses to third parties.

- *Mailing Addresses* - AOA seeks and collects mailing addresses of those individuals authorized by each member-organization. AOA may send via mail member newsletters, brochures or other promotional items. AOA only distributes publicly available organizational addresses, and in doing so does not associate individual names, except main contacts, to third parties.

AOA, based upon input from member-organization representatives, makes organizational contact information available through online directories and list serves. These lists are limited to designated positions, organization names, and publicly available contact information.

Proprietary Rights Distinguished

AOA requests and receives member-organization data and information. Such data and information shall remain the property of the member-organization, but the resulting application and analysis of this data belongs to AOA.

Access to AOA Website Content

Designated representatives of member-organizations are authorized by AOA to view and download content from the AOA website solely for use by their organization, or in connection with AOA operations.

The content of the AOA website, including, for example, the Research Administration Committee (RAC) Data Warehouse, survey results, professional development monographs and issue briefs or other text, graphics, images, and other information, are protected by copyright under both United States and foreign laws. Unauthorized use of the material and information may violate copyright, trademark, and other laws. Users must retain all copyright and other propriety notices contained in the original material on any copy made of said contents. Users may not sell or modify the material or reproduce, display, distribute or otherwise use the material in any way for any public or commercial purposes unless expressly authorized by AOA.

Linked Websites

AOA does not control or guarantee the accuracy and maintenance of the information contained in other websites. Links and pointers to non-AOA sites are provided for information only and do not constitute endorsement by AOA, its member-organizations, and/or their representatives of the referenced organizations, their suitability, content, products, or services, whether they are governmental, educational, or commercial. AOA is not responsible for the content of linked third-party sites and does not make any representations or warranties regarding the content or accuracy of materials on such third-party websites. Access to linked third-party websites is at the user's risk.

Disclaimers

In no event shall AOA, its member-organizations, their employees, officers, agents or board members, or any third parties mentioned at the AOA website, be liable for any damages whatsoever (including, without limitation, incidental and consequential damages, lost profits, or damages resulting from lost data or business interruption) resulting from the use or inability to use the website and the material, whether based on warranty (express or implied), contract, tort, or any other legal theory, and whether or not AOA is advised of the possibility of such damages. AOA cannot guarantee the accuracy of data or content on the AOA website entered by member-organizations and/or their representatives and does not assume any legal liability or responsibilities for the accuracy, completeness, or usefulness of any information, apparatus, product, or process disclosed, nor represent that its use would not infringe on privately owned rights. All reasonable efforts will be made to keep the content up-to-date and meaningful for use by its member-organizations and others with access.

Policy Exceptions

In particular limited situations, the Executive Committee is authorized to make exceptions to the provisions of this policy.

Adopted by the Executive Committee on November 15, 2013

AOA
CSUnity CONFERENCE ADMINISTRATIVE POLICY

Purpose

This policy statement establishes the CSUnity Conference as an annual program of the AS/SU/RE Committee, and creates a fund balance restriction for the accumulated net income of the CSUnity conferences.

Background

The CSUnity Conference was inaugurated in 2012 at the initiative of the AS/SU/RE Committee to provide synergy among the member organizations. The purpose of the conference is to come together as a group and provide coordinated student leader training, which was previously conducted by the organizations individually. The conference prepares student leaders for the legal and fiscal responsibilities that come with serving on a governing board, such as an Associated Students Board or a Student Union Board. The training covers auxiliary governance, leadership development, and peer networking. The conference has a planning committee, consisting of members of the AS/SU/RE Committee, CSSA, and students, which coordinates the logistics of the conference. This committee oversees host campus logistics, catering, accommodations (if on-campus), program development, marketing, advertising, and registration.

Originally, CSSA established a trust account to process registrations and expenses, and to hold the accumulated net income. Since the inception of the conference, AOA has provided support through a financial contribution, business partner revenue, and assistance processing expenses.

In January, 2014 the AS/SU/RE Committee agreed that the conference should be formalized as an annual program of the AS/SU/RE Committee, and that oversight of conference expenses and the holding of net income should come under the AOA umbrella.

Policy

The CSUnity Conference will be managed as an annual program of the AS/SU/RE Committee with administrative oversight and support by AOA. The role of AOA will consist of:

- Assistance with negotiation and execution of contracts with hotels, posting of registration revenues (reconciled to an attendee spreadsheet by the conference committee), and payment of documented conference expenses as approved by the conference committee.

- Establishment and oversight of a restricted Fund Balance account for the

accumulation of net conference income for use by future CSUnity conferences, or for other purposes as proposed by the AS/SU/RE Committee and approved by the AOA Executive Committee.

- Assistance in securing Business Partner sponsorships to off-set conference expenses.

Approved by the Executive Committee on March 21, 2014

CORPORATE FRAUD POLICY: AWARENESS AND PREVENTION

I. Background and Purpose

Fraud upon the Association could have a devastating effect resulting in significant financial loss and other long-term business repercussions.

As a California nonprofit public benefit corporation, the Association is subject to a number of fraud and misrepresentation-related standards and sound practices. See References Section VIII below.

This policy and the underlying procedures are intended to promote fraud prevention, awareness, and accountability, and clarify acts that are considered to be suspicious. They support operating within a comprehensive framework of internal controls, complete with documented and formalized policies, procedures, processes, and other supporting safeguards as needed. The procedures provide guidance to prevent, detect, report, and investigate when fraudulent acts are suspected and subsequently proven.

II. Policy Statement

The Association's posture on corporate fraud and corruption is *zero-tolerance*: identify and promptly investigate suspected fraudulent or related dishonest activity against the Association, member-organizations, or others with whom the organization transacts business. Appropriate disciplinary or legal remedies or steps will be pursued (including employment or contract termination, restitution, or forwarding information to the appropriate law enforcement authorities).

III. Definitions

A. *Fraud* is any intentional act or omission designed to deceive others, resulting in the victim suffering a loss and/or the perpetrator achieving a gain. Dishonest or fraudulent activities include, but are not limited to:

- Forgery or alteration of documents (checks, bank draft, time sheets, invoices, agreements, etc.) or bank accounts belonging to the company or its subsidiaries.
- Misrepresentation of information on documents.
- Misappropriation of funds, supplies, or assets.
- Theft, disappearance, or destruction of assets.
- Improprieties in the handling or reporting of money or financial transactions.
- Authorizing or receiving payments for goods not received or services not performed.
- Authorizing or receiving payment for hours not worked.
- Inappropriate use of records and disclosing confidential and proprietary information to unauthorized parties.

B. *Corruption* is the offering, giving, soliciting, or acceptance of an inducement or reward that may improperly influence the action of a person or entity. Some examples of corruption include:

- Bribery
- Conspiracy
- Extortion

C. *Compliance Reporters* refers to the President, President-Elect, Past-President, Representatives, Committee members, and those who manage or supervise Association funds or other resources.

D. *Organization-Members* are qualified auxiliary organizations belonging to the Association.

E. *Compliance Coordinators* are the Business Manager and President acting jointly.

IV. Responsibilities

A. Compliance Reporters are responsible for the detection and prevention of fraud, misrepresentation and misappropriation. Each Reporter should be familiar with the types of improprieties that might occur within their area of responsibility and be alert for any indication of irregularity.

B. Compliance Reporters are responsible for promptly reporting any potential instance of fraud or corruption to both Compliance Coordinators. If Compliance Coordinators are suspected in the fraud, the report shall be directed to any two other corporate officers.

C. Organization-members have a duty to report concerns they have or information provided to them about the possible fraudulent or corrupt Association activity of any employee, governing board representative, contractor, vendor, or any other party having a business relationship with the Association. Any person who has a reasonable basis for believing fraudulent or corrupt acts have occurred should report the suspected act promptly.

D. Compliance Reporters are responsible for taking appropriate corrective actions to ensure adequate controls exist to prevent the reoccurrence of improper actions within their scope of responsibility.

E. The Compliance Coordinators are responsible for the implementation of this policy. The policy will be reviewed periodically and revised as necessary by the Executive Committee.

F. The Compliance Coordinators are also responsible to act as the lead during the investigation process in determining if fraudulent activity has taken place and to lead the review process.

V. Procedures

A. Preventing Fraud and Corruption

The Executive Committee shall assure that internal controls, policies, and procedures have been established and closely followed to deter, prevent, and detect fraud and corruption. See Reference 7 for monograph on sound anti-fraud practices.

Service provider contractors or employees may be subject to background investigations, including a criminal background check. If a criminal background check facility is not available, a police clearance may be obtained. The Association will also verify any applicant employment history, education, and personal references prior to making any offer of employment.

Vendors, contractors, and suppliers must be active, in good standing, and authorized to transact business. Vendors, contractors, and suppliers are subject to screening, including verification of the individual’s or firm’s legitimate status.

Contractual agreements with the Association will contain a provision prohibiting fraudulent or corruptive acts and will include information about reporting fraud and corruption.

Association service providers and any employees may be required to receive fraud and corruption awareness training.

B. Reporting Suspected Fraud or Corruption

Any person who has a reasonable basis for believing fraudulent or corrupt acts have occurred has a responsibility to report the suspected act to the Compliance Coordinators promptly. Failure to report suspected fraudulent or corrupt activity in a timely manner according to the procedures may be subject to separate remedial action. The procedures for doing so anonymously are laid out in the *Whistleblower Protection Policy* (P&P Manual at page 48, 2024 Ed).

Compliance Reporters or other incident reporters should refrain from further inquiry into the incident, confrontation of the alleged violator, or further discussion of the incident with any other party unless requested to do so by appropriate

authority – the Compliance Coordinators, legal counsel, and/or law enforcement.

Retaliation and retribution will not be tolerated against any employee or Board member who reports suspected fraudulent or corrupt activities. However, if an employee is determined to have acted maliciously or with deceit, the employee is subject to disciplinary action.

VI. Investigations

The Compliance Coordinators have the responsibility to ensure that all suspected fraudulent acts are properly screened and investigated. A case investigating individual or team may be designated by the Compliance Coordinators. However, the Compliance Coordinators may elect to serve as the investigating team.

The investigating team or individual will have:

- Free and unrestricted access to all the organization records and premises, whether owned or rented; and
- The authority to examine, copy, and/or remove all or any portion of the contents of files, desks, cabinets, and other storage facilities on the premises without prior knowledge or consent of any individual who may use or have custody of any such items or facilities when it is within the scope of their investigation.
- If a fraudulent act involves an employee, the investigating team or individual will determine when to notify the employee and whether to recommend that the employee be suspended or temporarily reassigned.

All reports of suspected fraudulent acts will be taken seriously and the investigation team or individual will recommend remedial actions based on the nature and seriousness of the allegation and facts of each case, whether to consult with legal counsel or to utilize outside resources to further the investigation.

Investigation results will not be disclosed or discussed with anyone other than those who have a legitimate need to know.

If the investigation substantiates that fraudulent activities have occurred, the investigating team or individual will issue an investigation report to the Executive Committee.

VII. Corrective Action

Depending on the seriousness of the fraud or corrupt activity and the facts of each case, actions against an employee can range from written notification and a probationary period, up to and including dismissal where appropriate, to legal action, either civil or criminal. In cases involving monetary losses the company will pursue recovery of losses.

Individuals at all levels of the organization will be treated equally regardless of their position, years of service, or relationship with Association.

Specific Actions:

Decisions to prosecute or refer investigation results to the appropriate law enforcement and/or regulatory agency will be made in consultation with legal counsel and the Compliance Coordinators.

If an investigation results in a recommendation to terminate an employee, the recommendation will be reviewed for approval by the Officers Group, and if necessary, by legal counsel before any such action is taken by the Executive Committee.

Final determination regarding actions against an individual or parties found to have committed fraud or corruption will be made by the Executive Committee, or by specific delegation by the Executive Committee.

VIII. References

1. Election Fraud: Corp Code § 5220(b), CCP § 338(d)

2. Director Removal for Fraud Acts: Corp Code § 5223(a)
3. Liability to 3d Parties for Fraud: Corp Code § 6215(a),(b),(c)
4. False Statement Misdemeanor Penalties: Corp Code §§ 6812-6814
5. Improper Use of Membership List: Corp Code § 6338
6. Corporate Records Fraud: Corp Code §§ 6812(b) and 6813(b)
7. Charitable Misrepresentation: Govt Code § 12599.6(a)(f)
8. Filing Fraudulent Tax Returns: IRC §§ 6651-6652, 7203, 7206-7207
9. Anti-Fraud Sound Business Practices: *Public Counsel* at:

https://publiccounsel.org/publications/preventing-and-investigating-fraud-embezzlement-and-charitable-asset-diversion-whats-a-nonprofit-board-to-do-2014-2/

AOA
Policy and Practices

SECTION 3: STANDING COMMITTEE OPERATING GUIDELINES

ASSOCIATED STUDENTS/STUDENT UNION/RECREATION

Mission

The AOA Associated Students/Student Union/Recreation standing committee (AS/SU/RE) is established to provide a structured forum to inform, develop, support and represent the particular needs and interests of the professional staff of Associated Students, Student Union and Recreation organizations, often functioning as student-directed auxiliaries on the CSU campuses.

Goal

The Committee's primary goal to achieve its mission is communication, networking, and support of its members. The committee will seek to develop an open dialogue, provide resources, programs and services that allow for the exchange of ideas, the development of system-wide strategy, and the education and empowerment of its members.

Membership

All professional staff employed at Associated Students, Student Union and Recreation auxiliary organizations throughout the CSU system are actively encouraged to participate in the scheduled meetings, as well as other allied professionals involved in the issues and operations of their respective organizations. However, at its core, the committee shall consist of the professional directors of Associated Students, Student Union and Recreation auxiliaries throughout the CSU campuses, or their assigned designees.

Core Membership

Campuses having a combined Associated Students/Student Union, Student Union/Recreation or Associated Students/Student Union/Recreation auxiliary will be asked to designate three members to the Committee's core; one to represent the Associated Students, one to represent the Student Union, and one to represent Recreation.

It is highly recommended that the Executive Director of the California State Student Association (CSSA) along with the AOA Executive Committee liaisons from the CSU Chief Administrators and Business Officers (CABO) and Student Affairs be formally included in the Committee's core.

The Committee shall also include one or more designated members of the AOA Executive Committee who with the Chair shall serve as liaisons to the AOA Executive Committee throughout the year.

Chair and Vice Chair

A Committee Chair and Vice Chair shall be affirmed by the Committee coinciding with the seating of the President of AOA during the Annual Conference. The Vice Chair shall be elected during the AOA Annual Conference and will serve a one-year term as Vice Chair during that year and move into the Chair position for a one-year term the following year.

Directors Subcommittee

Consistent with this committee's goal of facilitating communication, networking, and support among its members, there shall also be a subcommittee of student-governed auxiliary executive directors that meets at least monthly. The purpose of this subcommittee is to ensure consistent collaboration, problem solving, and sharing of timely and critical information among the senior leaders of student-governed auxiliaries. This subcommittee is established in recognition that regular engagement among the executive directors in the areas of administrative affairs, programs and services, and policy and

statutory matters benefits their organizations' stakeholders. A Directors Subcommittee Coordinator shall be appointed during the Committee meeting at the AOA Annual Conference. To the extent that this subcommittee engages in sensitive topics of discussion, formal requests of or strategic counsel to the AOA, those items shall be routed through the Chair of the AS/SU/RE Committee.

CSSA Liaisons

Two Committee members, one northern and one southern, shall be selected to serve as liaisons to the California State Student Association (CSSA) during the Committee meeting at the AOA Annual Conference. Their roles are to communicate regularly with the CSSA Executive Director to provide an Associated Students management perspective on policies, legislation, CSU Executive Orders and other matters coming before the CSSA Board of Directors. The CSSA Liaison will attend the monthly CSSA meetings in their region, whenever feasible, and provide reports of the meeting outcomes to the Chair of the AS/SU/RE committee. The northern and southern CSSA Liaisons terms are one year, beginning at the annual Associated Students/Student Union/Recreation Committee meeting. Term may be extended.

AS Advisors Subcommittee

An AS Advisors Subcommittee Coordinator shall be appointed during a CSSA meeting, the AS/SU/RE Committee's summer meeting or the Committee meeting during the AOA Annual Conference. The role of the AS Advisors Subcommittee Coordinator is to connect all the professional staff throughout the CSU Campuses who work directly with their respective government structures for networking and best practices sharing. The AS Advisors Summit meetings are intended to coincide with the CSSA meeting dates. The AS Advisors Subcommittee Coordinator will plan an annual meeting for AS Advisors during the Annual California Higher Education Student Summit (CHESS). The AS Advisors Subcommittee Coordinator term is one year. Term may be extended.

Role of the Chair

1. Plan, coordinate and conduct Committee meetings: one summer meeting and one meeting during the AOA Annual Conference. Additional meetings, including web meetings or conference calls may be conducted as needed
2. Call for agenda items, publish agendas, disseminate meeting minutes and other pertinent documents, resources and information to members
3. Represent the AS/SU/RE Committee on the AOA Executive Committee
4. Attend all AOA Executive Committee meetings. Typically, there are five meetings; one at the Annual Conference, one at the CSU Chancellor's Office, two at the following year's Annual Conference hotel site, one at a future Annual Conference hotel site
5. Work with the Vice Chair to establish the annual Committee budget
6. Foster and encourage membership on the Committee and attendance at the meetings
7. Welcome all new members to the Committee
8. Prepare and present reports for the AOA Executive Committee meeting and the AOA Annual Business Meeting
9. Establish subcommittees to accomplish specific objectives
10. Ensure CORE Membership, CSSA Liaisons, and AS Advisors Coordinator positions are filled
11. Foster and ensure Committee leadership succession planning with the Vice Chair
12. Maintain history binder for incoming Chair and Vice Chair
13. The outgoing Chair shall serve as a resource and support the incoming Chair and Vice Chair as needed

Role of the Vice Chair

1. Serve as Chair of the Committee in the absence of the Chair
2. Assist the Chair in Committee operations, planning and facilitating meetings
3. Foster and ensure Committee leadership succession planning with the Chair
4. Coordinate and assist the Chair with the call for nominations for Vice Chair and other appointments
5. Maintain and update membership roster
6. Serve as Chair upon conclusion of serving as Vice Chair

Role of the Committee Recorder/Secretary

1. Appointed by the newly seated Chair from within all active Committee members and affirmed by the Committee members
2. Take meeting minutes, and submit draft minutes to the Chair and Vice Chair for review and edits
3. Assist in Disseminating documents and information to Committee members
4. Assist the Chair and Vice Chair as needed

Meetings

The Chair is responsible for planning and facilitating scheduled meetings and maintaining communication among members throughout the year. The Committee shall gather at a minimum twice annually: during the AOA Annual Conference and mid-summer. The mid-summer meeting should, whenever possible, alternate between northern and southern California. Additional programs, workshops, web meetings or conference calls are encouraged in spring and fall, as needed, with a consensus of the membership.

Amendments

Committee direction is provided through consensus. As such there are no outlined formal voting procedure requirements. Proposed amendments to these Operating Guidelines shall be submitted to the AOA Executive Committee for final approval.

Approved by action of the AOA Executive Committee on November 20, 2020
Revision Approved by the AOA Executive Committee on April 26, 2024

BUSINESS AND FINANCIAL SERVICES

Mission Statement

The AOA Mission is to inform, develop, and represent member organizations.

The mission of the Business and Financial Services Committee, as a standing committee of the AOA Executive Committee, is to provide leadership for financial, accounting and business professionals across the member organizations. In addition, the Committee will provide a standing forum in which critical and relevant issues affecting member organizations can be discussed, studied, developed, disseminated, and implemented in support of the AOA mission.

Mission Achievement

The mission is to be achieved through the gathering and analysis of information, the development and dissemination of written communication that educates and informs, and by maintaining an open dialogue and continuous communication with member organizations, the Executive Committee, and Chancellor's office staff.

Membership

Business and Financial Services membership is open to all CSU campuses and auxiliary professionals who are interested in expanding their knowledge of treasury, finance, accounting and business services.

Steering Committee

The Steering Committee shall consist of at least six (6), and no more than ten (10) members, composed of representatives from each division of an auxiliary organization's major functions (commercial enterprises, research/sponsored programs, philanthropic foundations, and student union/associated students/recreation center). The Steering Committee's function is to provide support, guidance and oversight of the progress of the Business and Financial Service Conference, as well as to assist in the annual AOA conference planning for the financial services sessions.

Chair

The Chair will serve as a designated member of the AOA Executive Committee, representing the Business and Financial Services Committee. The Chair will begin a term to expire at the conclusion of the annual conference. Duties of the Chair include:

- Coordinate and conduct meetings
- Develop and coordinate committee work
- Serve as a designated member of the Executive Committee
- Prepare and present reports to the Executive Committee and General Membership
- Encourage, recruit and appointment Committee members
- Select a Vice-Chair and remaining committee members

Vice Chair

- Serve as Chair in absence of the Chair
- Serve as the AOA Conference Planning Coordinator representing the Financial Services Committee
- Support Committee projects as Chair may assign
- Serve as Chair of the Committee upon expired term of the Chair

Steering Committee Associates
The Steering Committee's function is to provide support, guidance and oversight of progress on the Business and Financial Services Conference and to assist with the annual AOA conference planning for the financial services sessions.

Meetings
Meetings will be held a minimum of three (3) times a year. Meeting times and locations will be scheduled by the Chair.

Changes to Committee Operating Guidelines
Changes to the Committee Operating Guidelines shall be recommended to the Executive Committee for approval.

Approved by the AOA Executive Committee March 16, 2012, and revised on January 7, 2017

COMMERCIAL SERVICES

Mission Statement

The purpose of the AOA Commercial Services Committee is to provide information and guidance to the areas of hospitality, enterprise and commercial operations for the 23 campuses. The Chair and Vice Chair work together to provide a forum that devotes its energies and resources to concerns of AOA commercial services and their customers. This includes but is not limited to sharing information and ideas that will assist operators on the CSU campuses they serve. The Committee will encourage collaboration among operators on best practices that will enhance CSU and campus relationship through technology, partnership and resources that will assist operations to be more effective and assist in enhancing the student, faculty, staff and visitor experience.

Committee Structure

The Committee will engage each campus through meetings, technology and interest group sessions that will be led by representatives from each campus auxiliary organization that provides commercial services.

The Committee will include a member of the AOA Executive Committee who will serve as liaison.

At the convening meeting or through a campus selection process, a Committee Chair will be chosen for the term of 2 years; this is to provide continuity and consistency to the Committee. The Chair will appoint a Vice Chair to supersede their position at the end of the 2-year term. The Vice Chair should be willing to serve as the annual conference session planner to assist in strengthening the overall effectiveness of the committee. It is advised that a Chair and Vice Chair be chosen from campuses by region to better represent those campuses throughout the state.

Meetings and Information

Meetings will be held a minimum of two (2) times a year, (one northern region, one southern region and one at the annual AOA conference). Meeting times and locations will be established by the Chair and Vice Chair. The Chair and Vice Chair along with input from campus operators will commit to sending out a minimum of one (1) survey to solicit topics of interest, trend and campus commercial service program news.

Duties of the Chair and Vice Chair

Duties of the Chair and Vice Chair will include the following:

Chair:

- Coordinate and conduct meetings with Vice Chair within their region
- Develop and coordinate committee work
- Present annual report to the Executive Committee and at the Annual Conference
- Encourage participation and develop interest leadership

Vice Chair:

- Coordinate and conduct meetings within their region (as required)
- Serve as Chair in the absence of Chair
- Serve as Commercial Services Session Planner for Annual Conference
- Serve as Chair upon the expired term or absence of the Chair

- Encourage participation and assist in developing interest leadership

Changes to Mission Statement and Procedures

Changes to the Committee mission statement and procedures must be forwarded to the Executive Committee for approval.

Approved by the AOA Executive Committee on March 18, 2016

HUMAN RESOURCES

Mission Statement

The Human Resources Committee serves to provide opportunities for professional enrichment, promote member interaction, provide resources and advance a common body of knowledge to members of the Auxiliary Organizations Association, and further, to promote where possible, consistency and continuity across CSU auxiliary organizations.

Statement of Purpose

The purpose of the Human Resources Committee is to keep auxiliary personnel current and informed on issues in the human resources field, federal and state legal requirements and CSU mandates. The Committee encourages networking and sharing best practices among auxiliary organizations. The Committee promotes creativity and information sharing through participation and planning of HR topics for the annual AOA Conference and planning specific topic workshops and projects for HR Committee meetings.

The Committee also engages and oversees the activities of various subcommittees as they pertain to human resource matters or as requested by the Executive Committee.

Officers

The Committee officers shall include a Chair, Chair Elect, and Secretary. Committee members select the Chair Elect and Secretary annually (Officer positions are held for one year).

Call for nominations are communicated to committee members in October annually and elections are held in November. Results of the election are generally announced to the HR Committee at the annual conference, but may be communicated beforehand.

Role of the Chair

1. Encourage membership in the Committee
2. Establish agendas for meetings
3. Coordinate and conduct meetings and make committee assignments
4. Work with the Chair Elect and Secretary to establish the annual Committee budget. Present proposed budget to the Executive Committee along with an explanation of expenses
5. Serve as member of the Executive Committee. Attend all Executive Committee meetings
6. Prepare and present annual report to the Executive Committee
7. Maintain historical binder and share resources with members as needed
8. Oversee activities of any subcommittees providing resources to members
9. Serve as a mentor to the Chair Elect

Role of the Chair Elect

1. Assist the Chair in planning and facilitating meetings and overseeing committee assignments
2. Serve as Chair in the absence of the Chair at both Committee meetings and/or at Executive Committee meetings
3. Assume the role of Chair in the event the Chair vacates the position and/or upon the expiration of the current chair's term of office

Role of the Secretary

1. Accurately record and prepare minutes of each Committee meeting and submit to Chair within thirty (30) days of each meeting
2. Maintain and update the Committee Membership roster
3. Assist the Chair and Chair Elect in planning and facilitating meetings, as requested

Subcommittees

The Committee will utilize subcommittees as the working group and liaisons with vendors/brokers in the areas to include but not be limited to compensation and benefits. Subcommittee composition will include 3-5 Committee members and resources may be provided to cover expense costs.

Generally, subcommittees will evaluate all subcommittee vendors providing HR related services to the AOA a minimum of every three (3) years and may recommend vendor changes to the entire HR Committee, which in turn would be reported to the AOA Executive Committee where final authority rests.

Approved by the AOA Executive Committee on November 20, 2020

INFORMATION TECHNOLOGY

Mission Statement

The Information Technology Standing Committee exists for the purpose of providing a forum to support, inform, develop and represent the particular needs and interests of Information Technology professionals within the AOA's members Auxiliaries. The Committee will encourage collaboration among members on endeavors to enhance the CSU and campus relations, meet system policy requirements, investigate technologies to run operations more effectively and partner to become more competitive.

The Information Technology Committee shall serve as a resource to the Executive and Membership Services Committees, providing technical expertise when evaluating or procuring technologies to support member services and communications.

Membership

The Committee's membership shall include, but not be limited to, managers and professional staff from AOA member Auxiliaries on all campuses of the California State University.

Meetings

The Committee shall meet at least 4 times annually, including a minimum of one in person meeting at the AOA annual conference. Meetings may be conducted on-line using a web conferencing tool or in person. Meeting times and locations will be established by the Chair and Vice Chair annually.

Officers

The Committee officers shall include a Chair and a Vice Chair. The Committee members select the Vice Chair annually at the fall Information Technology Standing Committee meeting. The previous year's Vice Chair becomes Chair. Officer positions are held for one year and terms begin with the AOA Annual Business meeting in January.

Role of the Chair

- Call for agenda items, publish agenda, and preside over meetings
- Serve as a member of the AOA Executive Committee
    - Attend all Executive Committee meetings, prepare and present reports on committee activities
    - Work with Vice Chair to establish annual budget for the Committee and present proposed budget to Executive Committee
    - Prepare and present report to General Membership at the AOA Annual Business Meeting
- Develop and coordinate committee work
- Establish sub-committees as needed to accomplish specific objectives
- Attend CSU Information Security Advisory Committee (ISAC) meetings and report back to committee
- Encourage membership on the Committee
- Designated Moderator for the Information Technology Standing Committee group portal on the
- AOA website

Role of the Vice Chair

- Record minutes of each meeting and disseminate to membership for review, publish to AOA website
- Serve as Chair of the Committee in the absence of the Chair
- Serve as Chair of the Committee upon expired term of the Chair

- Attend CSU Information Security Advisory Committee (ISAC) meetings and report back to committee
- Serve on the Conference Planning Committee, develop and facilitate programming for the Information Technology track
- Designated Moderator for the Information Technology Standing Committee group portal on the
- AOA website

Approved by the AOA Executive Committee on November 20, 2020

LEADERSHIP ACADEMY COMMITTEE

Mission

The mission of the AOA Leadership Academy Committee, as a standing committee of the AOA Executive Committee, is to provide leadership, direction, and oversight for the AOA Leadership Academy. The Committee shall support the development of future AOA leaders and provide a structured forum through which the Academy's goals, implementation, and continuous improvement may be advanced in support of the AOA mission. The Committee shall also communicate and coordinate regularly with the AOA Executive Committee and AOA Officers regarding the Leadership Academy's direction, progress, and needs.

The mission is to be achieved through the planning, implementation, review, and ongoing improvement of the AOA Leadership Academy; the development and dissemination of information and recommendations related to the Academy; the recruitment and recommendation of Academy participants; the cultivation of mentor and presenter involvement; the recommendation of an annual Academy budget; and the maintenance of continuous communication with the AOA Executive Committee and AOA Officers.

Membership

The Leadership Academy Committee shall consist of seven (7) members:

- Immediate Past President, who shall serve as Chair
- Two (2) AOA Past Presidents
- Two (2) former AOA Executive Committee members
- Two (2) current AOA Executive Committee members appointed by the President

The Committee may also invite other AOA leaders, presenters, mentors, Academy alumni, or subject matter experts to participate in meetings or discussions as resources to the Committee, as appropriate, but such individuals shall not be considered voting members of the Committee.

Chair

The Immediate Past President shall serve as Chair of the Leadership Academy Committee. Consistent with the AOA guidelines, the Chair serves as the coordinating and reporting lead for the committee and maintains communication with the AOA Executive Committee.

Role of the Chair

1. Plan, coordinate and conduct Committee meetings
2. Call for agenda items, publish agendas, and disseminate meeting minutes and other pertinent documents, resources, and information to members
3. Serve as the primary liaison between the Leadership Academy Committee and the AOA Executive Committee and Officers
4. Attend AOA Executive Committee meetings as appropriate to present updates and recommendations regarding the Leadership Academy
5. Work with Committee members to develop and recommend the annual Leadership Academy budget
6. Foster and encourage participation on the Committee and sustained engagement in the work of the Leadership Academy
7. Welcome and orient new Committee members
8. Prepare and present reports for the AOA Executive Committee and the AOA Annual Business Meeting, as appropriate
9. Coordinate the Committee's work related to Leadership Academy planning, implementation, participant recruitment, mentor engagement, and program review

10. Ensure that Academy participant recruitment and recommendation processes are carried out in a timely and organized manner
11. Foster and ensure Committee leadership continuity and succession planning
12. Maintain Committee records and materials for the incoming Chair and future Committee use
13. Serve as a resource to support continuity in the Leadership Academy from year to year

Role of the Committee

The function of the Leadership Academy Committee is to provide support, guidance, and oversight for the direction and implementation of the AOA Leadership Academy. In carrying out this responsibility, the Committee shall:

1. Recommend the overall direction, structure, and priorities of the Leadership Academy
2. Oversee implementation of the Academy in alignment with AOA priorities and Executive Committee direction
3. Recruit and recommend Academy participants for selection and participation in the program
4. Recommend participant eligibility criteria, application processes, selection timelines, and cohort composition
5. Support the identification and engagement of mentors, presenters, and other Academy contributors
6. Recommend curriculum elements, learning outcomes, leadership development topics, and related program content
7. Review participant feedback and Academy outcomes and recommend improvements for future years
8. Recommend an annual budget for the Leadership Academy to the AOA Executive Committee
9. Communicate regularly with the AOA Executive Committee and Officers regarding the status, needs, and recommendations of the Academy
10. Support communication to the membership regarding Leadership Academy opportunities and outcomes

Committee Recorder/Secretary

A Recorder/Secretary may be appointed by the Chair from within the active Committee membership. The role of the Recorder/Secretary shall be to:

1. Take meeting minutes and submit draft minutes to the Chair for review and edits
2. Assist in disseminating documents and information to Committee members
3. Assist the Chair with records retention, follow-up items, and other Committee communications as needed

Meetings

The Chair is responsible for planning and facilitating scheduled meetings and maintaining communication among members throughout the year. The Committee shall gather at a minimum twice annually, including one meeting during the AOA Annual Conference and one additional meeting at another point during the year as determined by the Chair. Additional meetings, including zoom meetings or conference calls, are encouraged as needed, with a consensus of the membership.

Reports and Communication

The Committee Chair shall prepare and present periodic reports to the AOA Executive Committee regarding the Leadership Academy's direction, implementation status, participant recruitment, recommendations, and budget needs. The Committee shall maintain ongoing communication and coordination with the AOA Executive Committee and AOA Officers to ensure alignment with AOA priorities.

Amendments

Committee direction is provided through consensus. As such, there are no outlined formal voting

procedure requirements. Proposed amendments to these Operating Guidelines shall be submitted to the AOA Executive Committee for final approval.

APPROVED BY EXECUTIVE COMMITTEE June 12, 2026

LONG RANGE PLANNING COMMITTEE

At the March 21, 2008 Executive Committee meeting, it was proposed that a standing committee be established to deal with the long-range planning needs of AOA. This committee grew out of a work group commissioned by Kim Clark, AOA President, in 2007. That effort focused on the adequacy of financial resources and the policies that should frame those resources.

Purpose

The purpose of the Long Range Planning Committee is to:

- Solicit and develop long-term strategic initiatives for consideration by the Executive Committee
- Periodically review the adequacy of the Association corporate documents and policies with long-range financial or operational impacts (including: Articles of Incorporation, Bylaws, and Mission, Purpose and Goals Statement) on a periodic basis
- Assess the relative value of Association services to the membership and how such services ought to be supported/funded
- Identify and evaluate Association issues with the potential for significant long-range implications
- Undertake special assignments from the Executive Committee

Meetings

The Committee will meet as frequently as deemed necessary given the initiatives being considered, beginning as early in the year as possible (recommend prior to the April EC meeting). Teleconference meetings may be held as needed at the call of the Chair.

Members

- The President, President-Elect, Immediate Past President and Secretary-Treasurer, shall be standing Committee Members
- The Immediate Past President will serve as Chair of the Committee
- The Chair shall appoint up to three (3) individuals as additional Committee members based upon factors such as auxiliary function, perspective, and extended leadership experience in AOA and/or the CSU system

Periodic Reports and Recommendations

The Chair, on behalf of the Committee, shall submit periodic reports and Committee recommendations to the Executive Committee

Established by Executive Committee on June 20, 2008; revised November 21, 2014; revised June 19, 2015

LONG RANGE FINANCIAL PLANNING FRAMEWORK

Background

The Long Range Planning Committee periodically undertakes a review of AOA's financial position and its operations and programs, projects its budgetary needs, and recommends a plan for long-term sustainability.

At its meeting of January 7, 2017, the Executive Committee received and accepted a memorandum-report from the Long Range Planning Committee (LRPC) outlining several proposed planning principles and steps to implement a structured long range financial plan.

As the LRPC report noted –
AOA has been strategically utilizing excess reserves to fund enhanced conference services, provide additional resources to standing committees and fund special projects while holding dues constant. This strategy has benefited the membership in the following ways:

- *Enhanced conference services – utilization of reserves allowed the conference planning committee to buy down the cost of the conference hotel rooms for members and to maintain a conference registration fee substantially lower than that of conferences put on by comparable professional organizations. Enhanced conference services provided include a conference mobile app, free internet service in meeting areas, and receptions to encourage networking*
- *Expanded funding was provided to the Standing Committees to boost training and resources for members in the areas of HR, Finance, Research, AS/Student Unions/Recreation Centers, IT, Commercial Services, Property Development/Management, and Risk Management*
- *Increased funding for special projects – funded training workshops (e.g., on the Affordable Care Act), policy and compliance monographs for auxiliaries, and redesign of the AOA website*

This strategic utilization of reserves has allowed AOA to hold dues constant for the past six years with the last dues increase in 2011 and 2012 when dues increased overall by about 60%. Excess reserves are anticipated to be fully utilized by the end of the 2017 calendar year.

The Executive Committee tasked the LRPC to develop and recommend a formal framework within which AOA could effectively measure and achieve a stable financial balance between operating costs, resources and reserves.

Policy Planning Principles

General: AOA will gradually build its net assets position over time by annually balancing modest revenue enhancements with in-tandem spending reductions. In accordance with the Bylaws, the Executive Committee will implement a 10% dues increase effective January 1, 2018. Based on the current membership levels, the increase in annual dues to organizations will range from $50 - $150.
Planning Guidance: The following guiding principles are adopted as the framework for budgeting, resource development and program evaluations:

- Increase dues annually by a modest and predictable amount (the Bylaws allow up to 10% per year with proper advance notification to the membership). This would level-out cost increases and allow member organizations to plan budgets in advance
- Strike a balance between increases in conference income and income from dues, using both to fund operations, special projects and reserve levels. Thus, conference registrations will increase modestly each year, along with the dues
- Stabilize the annual net income streams for General Operations and the Conference, using gradual and consistent inflationary increases to support special projects and maintain reserve

levels
- Evaluate the types of services offered and current operating expenses with a view to controlling costs
- Maintain the existing contingency reserve levels of $250,000
- Formalize a policy framework to guide AOA's work in reviewing both revenues and expenses on an annual basis
- Review the Bylaws and update as needed

Framework Implementation

Near Term Practices: The Business Manager, Executive Committee, Standing Committees and Conference Planning Committee shall be guided by this Framework in:

- Developing, recommending and adopting the annual budget
- Evaluating member services and programs
- Designing the scope and content of the Annual Conference

Long View Practices: This Framework shall inform criteria used by the Executive Committee, working in concert with the LRPC, to analyze and decide on starting or ending any major or multi-year program or service.

The LRPC shall periodically review this Framework and recommend any revisions to the Executive Committee.

Adopted by the Executive Committee on March 24, 2017

PAST PRESIDENTS COMMITTEE

At the 2016 AOA Annual Conference, it was proposed that a standing committee be established to actively engage the previous presidents of AOA. While active in the past in informal ways, this committee will be formally charged with assisting the Executive Committee on AOA related matters.

Purpose

The purpose of the Past Presidents Committee is to:

- To actively engage previous presidents of AOA in ways that attempt to keep them connected to the AOA, while also allowing AOA to benefit from their expertise and leadership
- To serve in an advisory capacity to the President of AOA and Executive Committee and to provide some historical context to current situations, challenges, and opportunities
- To advise and assist the AOA President, when requested, with special projects that contribute to the advancement of auxiliaries in the CSU
- To advocate on behalf of auxiliaries at the direction of the AOA President and the Executive Committee

Meetings

The Committee shall meet minimally at the Annual Conference, and additionally throughout the year as needed. Teleconference meetings may occur when in-person meetings are not possible.

Members

Membership shall be comprised of all AOA Past-Presidents currently employed in the CSU or by a CSU auxiliary. The Chair of the Past-Presidents Committee shall be selected each year by the AOA President.

Approved by the AOA Executive Committee on March 18, 2016

PHILANTHROPY COMMITTEE

Mission Statement
The Philanthropy Committee serves to provide opportunities for professional enrichment, promote member interaction, provide resources and advance a common body of knowledge to members of the Auxiliary Organizations Association (AOA), particularly as it relates to topics associated with California State University (CSU) campus philanthropic foundations.

Statement of Purpose
The purpose of the Philanthropy Committee is to keep auxiliary leaders current and informed on issues in the advancement and non-profit management fields, federal and state legal requirements and CSU policies and guidelines. The Committee encourages networking and places a strong emphasis on sharing philanthropic foundation/auxiliary best practices, particularly in the areas of: (1) operations and compliance, (2) foundation management, governance and board relations and (3) endowment management, finance and accounting. The Committee promotes creativity and information sharing through participation and planning of Philanthropy topics for the annual AOA Conference and planning specific topic workshops and projects for Philanthropy Committee meetings.

Officers
The Committee officers shall include a Chair and Vice Chair. The Committee members select the Vice Chair annually (normally occurs at the Annual AOA Conference Philanthropy Committee meeting. The previous year's Vice Chair becomes Chair). Officer positions are held for one year but may be renewed by election of the Committee.

Elections of officers are done on an annual basis. Call for nominations are communicated to committee members and elections are held prior to the annual conference. Results of the election will be announced at the Philanthropy Committee meeting during the annual conference.

Role of the Chair
1. Encourage membership in the Committee
2. Establish agendas for meetings
3. Coordinate and conduct meetings
4. Work with Vice Chair to establish the annual budget for the Committee. Present proposed budget to the Executive Committee along with appropriate explanations
5. Serve as member of the Executive Committee. Attend all Executive Committee meetings
6. Prepare and present annual report to the Executive Committee
7. Maintain historical binder and share resources with members as needed
8. Appoint and oversee activities of any subcommittees or task forces developed to address emerging issues or member areas of interest

Role of the Vice Chair
1. Accurately record and prepare minutes of each Committee meeting; submit to the Chair within thirty (30) days after each Committee meeting
2. Serve as Chair in the absence of the Chair during Committee meetings and at the Executive Committee meetings

3. Serve as Chair upon expired term of the Chair
4. Maintain and update membership roster for the Committee

Membership

Members of the committee will consist of individuals from the AOA membership who have an express interest in management of philanthropic foundations including operations, foundation/board management, and endowment management.

Meetings

The Philanthropy Committee meetings will be held a minimum of two (2) times per year, including the annual meeting at the AOA Annual Conference. Other meetings will be established by the Chair at the consensus of the Committee, including by phone or web-based.

Approved by the AOA Executive Committee on August 21, 2020

Revision approved by AOA Executive Committee, April 2021

Revision approved by AOA Executive Committee, April 26, 2024

PROPERTY DEVELOPMENT AND MANAGEMENT

Background
Because of the large number of AOA organizations involved in public/private partnerships, public/public partnerships, commercial, office and residential development, sales, leases and rentals, including faculty/staff housing and student housing projects, there is a need for an AOA sponsored forum to share and discuss issues.

Purpose
The purpose of the Property Development Committee is to provide a forum to share ideas and discuss issues related to real property in the areas of development, property management and partnering. The Committee will focus on property management, financing for development, public/private partnerships, public/public partnerships, and other capital projects (design and construction) for any and all functions involving auxiliaries.

Meetings
Committee meetings allow AOA and Chancellor's Office professionals involved with auxiliary organization's real estate-related activities an opportunity for information sharing and more in-depth examination of key topics of concern and interest. The Committee will typically meet twice a year, once during the annual AOA conference.

Membership
Committee membership will be open to AOA member professional on all campuses involved in real property and capital project functions. The Committee shall have a chair and vice chair selected by the Committee.

Standing Committee Status
Committee practices shall be consistent with guidelines established for AOA Standing Committees

Approved by the Executive Committee on June 20, 2008, and amended on June 17, 2016

Inactive Status Effective 2018

Re-activated by the Executive Committee on April 18, 2025

RESEARCH ADMINISTRATION

Mission

The mission of the AOA Research Administration Committee is to provide a forum in which sponsored programs administration issues can be discussed, studied, developed, disseminated, and implemented.

The mission is to be achieved by providing current information and updates about the field through meetings and written communication, gathering and analysis of data, and maintaining an open dialogue and continuous communication with the membership, AOA Executive Committee, and the Chancellor's Office staff.

Membership

All sponsored research administration staff from CSU auxiliary organizations and universities are welcome and encouraged to attend Research Administration Committee meetings. Should an issue require a formal vote, the Committee will consist of one voting member from the auxiliary organization and/or CSU campus and may include both pre-award and post-award administration personnel.

Meetings

Research Administration Committee meetings will generally be held a minimum of two (2) times per year, including the meeting at the AOA Annual Conference. Other meetings will be established by the Chair at the consensus of the Committee, including by phone or web-based.

Role of the Chair

1. Develop and publish agenda with input from Vice Chair, Secretary and members, and preside over meetings
2. Work with the Vice Chair to develop the annual budget
3. Coordinate the logistics for meetings including hotel, meeting location and food
4. Represent the Research Administration Committee on the AOA Executive Committee
5. Encourage membership on the Committee and attendance at the meetings
6. Prepare and present an annual report to the AOA Executive Committee and membership, and activity reports to the Executive Committee throughout the year
7. Establish sub-committees to accomplish specific objectives
8. The outgoing Chair shall serve as a resource and support the incoming Chair and Vice Chair as needed

Role of the Chair Elect (Vice Chair)

1. Serve as Chair of the Committee in the absence of the Chair
2. Serve as the RAC representative on the Conference Planning Committee
3. Assist the Chair in committee operations, planning and facilitating meetings
4. Coordinate with the Chair the call for nominations for Vice Chair and Secretary positions and any other appointments
5. Serve as Chair of the Committee upon expired term of the Chair
6. Take minutes of each meeting as needed to support or backup the Secretary

Role of the Secretary (one-year term)

1. Take minutes of each meeting, consolidate, submit for review by the Chair and Vice Chair, and disseminate to membership for review
2. Assist Chair in planning and communicating logistics of meetings
3. Upload Committee information to AOA website for standing committees and the CSYou Sharepoint for RAC
4. Maintain membership roster
5. Assist the Chair and Vice Chair as needed

Changes to Mission Statement and Procedures

Changes to the Committee mission statement and procedures must be forwarded to the Executive Committee for approval.

Approved by action of the AOA Executive Committee on August 21, 2020
(Updated in April 2021 by Committee Chair)

RISK MANAGEMENT AND INSURANCE PROGRAMS

The Auxiliary Organizations Risk Management Alliance (AORMA) Committee of the CSU Risk Management Authority (CSURMA) has been designated the *AOA Risk Management and Insurance Programs Committee* – a standing committee of the AOA. As such, it advises the AOA Executive Committee and coordinates risk management and insurance made available through CSURMA to AOA members. Since the AORMA Committee provides oversight and advice to the CSURMA Executive Committee on CSURMA programs and policies affecting member auxiliary organizations, it is ideally suited to serve in a parallel capacity to the AOA Executive Committee as the *Risk Management and Insurance Programs Committee.*

These operating guidelines are intended to be consistent with and in furtherance of CSURMA Bylaws, policy and procedures.

Meetings
Meetings will be held as required by the CSURMA Bylaws.

Membership
The AORMA Committee members will be elected from among the participating auxiliaries under CSURMA Bylaws and policies. The Chair of the Committee shall be elected from among the Committee members, and shall serve as a voting member of the AOA Executive Committee.

Each year a nominations list for Committee membership will be forwarded to the AOA Executive Committee for review and comment. The review will emphasize broad representation of participating auxiliaries.

Subcommittees
There shall be AORMA standing subcommittees as outlined in CSURMA Policy #A-2, and as described on the CSURMA website at www.csurma.org. These subcommittees will be charged with review and recommendation of potential programs that provide benefit to participating organizations through group purchasing. The Chair of the AORMA Committee shall appoint the membership of these subcommittees.

Other subcommittees shall be assigned by the Chair as authorized by CSURMA policies.

Role Of The Chair
- Coordinate and conduct meetings
- Develop and coordinate committee work
- Serve on the AOA Executive Committee
- Present an annual report to the Executive Committee and to the AOA membership
- Encourage membership on the committee

Role Of The Vice Chair

- Serve as Chair in the absence of the Chair

These guidelines will be amended from time to time to remain consistent with CSURMA policies and procedures. Any proposed amendments will be forwarded to the Executive Committee for approval.

Approved by the Executive Committee in 2009. Updated in August 2014

SECTION 4: FINANCIAL REPORTING SYSTEM FRAMEWORK

FINANCIAL REPORTING SYSTEM FRAMEWORK

To facilitate and document the consistent dissemination of AOA financial information, the contract service provider for business and financial services, proposes the following framework for reporting and distributing financial information:

Report Name	Report Description	Distribution
Statement of Financial Position (Balance Sheet)	A presentation of: ▪▪ AOA assets, liabilities and net assets as of the period ending date; ▪▪ allocated net assets among various reserves categories.	*Quarterly* to the Executive Committee.
Consolidated Profit & Loss Statement (Income & Expense)	A year-to-date presentation of all AOA income, expense, and the net income for: ▪▪ General Operations (detailed) ▪▪ Conference (summarized) ▪▪ Special Projects (detailed) ▪▪ Total Net Income (for all these activities combined)	*Quarterly* to the Executive Committee
Annual Conference Profit & Loss (Income & Expense)	A year-to-date detailed presentation of income, expense and net income related to the annual conference.	*Quarterly* to the Executive Committee
Significant Activity Report	A presentation of the major transactions behind the financial reports, and also: ▪▪ Listing of Accounts Receivable ▪▪ Investment Performance related to benchmarks ▪▪ Hotel Bonus Point Balances	*Quarterly* to the Executive Committee
Budget Packet	Projections for the coming FY for the: ▪▪ Income & Expense Statements listed above ▪▪ Proposed Dues Schedule ▪▪ Reserve Levels set by policy ▪▪ Net Assets available in coming year to augment General Operations	Preliminary budgets for Spring Executive Committee Meeting Final budgets for June Executive Committee meeting

Adopted by the Executive Committee on March 20, 2009

AOA
Policy and Practices

APPENDIX

A. **Articles of Incorporation**

B. **Amended Bylaws**

C. **Federal Tax Exempt Status Determination Letter**

D. **Statement of Mission, Purpose and Goals**

E. **AOA Standing Orders**

1. Corporate Officers

2. Executive Committee Meeting Policy and Procedures

3. Membership Electronic Balloting Procedures

4. Service Provider Selection and Administration

F. **Remote Meeting Participation Protocol**

G. **Quick Guide for the Conduct of AOA Meetings**

H. **Robert's Rules of Order Chart of Motions**

I. **Standing Committee Chair Briefing Book**

J. **Organization Chart**

ARTICLES OF INCORPORATION
OF THE AUXILIARY ORGANIZATIONS ASSOCIATION

ARTICLE I

The name of this corporation is the: AUXILIARY ORGANIZATIONS ASSOCIATION

ARTICLE II

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public purposes. The public purposes for which this corporation is organized include the following: To provide a means of communication among auxiliary organizations, to serve as a vehicle for considering and resolving common issues, to assist new auxiliary organizations, to assist auxiliary organizations experiencing management or other problems, and to represent the common interest of the members in appropriate forums.

ARTICLE III

This corporation is organized and operated exclusively for public purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code. Notwithstanding any other provision of these Articles, the corporations shall not carry on any other activities not permitted to be carried on by a corporations exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code.

ARTICLE IV

a) No substantial part of the activities of this corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, nor shall this corporation participate or intervene in any political campaign (including publishing or distribution of statements) on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United State Internal Revenue Law), or (b) by a corporation contributions to which are deductible under section 170
(c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

b) All corporate property is irrevocably dedicated to the purposes set forth in Article Two, above. No part of the net earnings of this corporation shall inure to the benefit of any of its directors, trustees, officers, private shareholders or members, or to individuals.

c) On the winding up and dissolution of this corporation, after paying or adequately providing for the debts, obligations, and liabilities of the corporation, the remaining assets of this corporation shall be distributed to one or more nonprofit organizations; such organization or organizations to

be selected by the Board of Directors of this corporation. Such nonprofit organization or organizations must be organized and operated exclusively for educational purposes, and have established tax-exempt status under Section 501(c) (3) or the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) and have established tax-exempt status under Section 23701d of the California Revenue and Taxation Code (or the corresponding section of any future California Revenue and Tax Law).

ARTICLE V

The number of directors, the manner in which they shall be chosen and removed from office, their qualifications, powers, duties, compensation and tenure of office, the manner of filling vacancies on the Board, and the manner of calling and holding meetings of direction, shall be as stated in the Bylaws.

ARTICLE VI

The Articles of Incorporation shall not be amended without the vote of a majority of the total voting membership of the Association.

ARTICLE VII

The name of the existing unincorporated association now being incorporated by the filing of these articles is the AUXILIARY ORGANIZATIONS ASSOCIATION, CALIFORNIA STATE UNIVERSITIES.

The above-amended Articles of Incorporation were approved by a majority of the Association membership at its Annual Business Meeting on January 13, 2004

AMENDED BYLAWS
OF THE AUXILIARY ORGANIZATIONS ASSOCIATION,
a California Nonprofit 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, operating in good standing within the California State University, chartered as a California nonprofit public benefit corporation with federal and state tax-exempt status, and performing an authorized function. Member-organizations shall be current with member dues.

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 found to be ineligible for membership or annual dues delinquent, shall be suspended until the circumstances are remedied to the satisfaction of the Executive Committee. Such action to suspend or terminate 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 office-holders include the officers, representatives, and Standing Committee representatives. Subject to Article V, Section 5 and 6, the nominated officers shall each stand for election at the corporation's membership meeting held at the annual conference. Nominated representatives shall stand for election at the membership meeting and shall serve staggered two-year terms. Standing Committee representatives are selected and serve in accordance with the respective Standing Committee operating guidelines approved by the Executive Committee. Elected officers and representatives assume office upon the conclusion of the annual conference and their terms 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 may appoint the President-Elect or 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 representatives shall number not less than six and no more than ten. To the extent practical, Executive Committee representatives shall be reflective of corporation's constituent interests.

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, officers (except for an appointed Secretary and Treasurer), and standing committee representatives must be member-organization management employees, classified as direct or by cash or non-cash reimbursement.

Section 8. Each Executive Committee representative, standing 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 be appointed by the Executive Committee at the spring meeting.

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 be appointed by the Executive Committee at the spring meeting.

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 officer-holder 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 officer-holder shall be subject to the provisions of Section 5233 of the California Corporations Code.

Section 3. An elected Executive Committee office-holder shall disclose to the Secretary any circumstances of ineligibility to continue in office. The officers shall be convened to recommend any action to the Executive Committee. The decision of the Executive Committee shall be final, unless it determines that the Membership should decide the matter.

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 business, reports, and elections shall be conducted by 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
Nominations and Elections

Section 1. The Executive committee may annually, through written procedures consistent with Corporations Code Section 5513, authorize the election of representatives and officers by electronic transmission within 60 days of the annual membership meeting or in person at the annual membership meeting to succeed representative and elected officer terms expiring. Voting shall be by member organization's voting representative. Nominations shall be submitted by the Executive committee to the membership in advance of voting.

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 Executive Committee (comprised of a combination of representatives, elected officers, and standing committee representatives) 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 one or more of the Executive Committee 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 office-holder 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 office-holders 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 Executive Committee office-holders and member-organizations at all reasonable times during office hours. Executive Committee office-holders 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 Executive Committee office-holders, 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, mail, or electronic means consistent with Corporations Code Section 5513.

The above amended Bylaws were approved by a majority of the corporation membership on November 19, 2021.

_____

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 ll, 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 ll, 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.

November 19, 2021 – Further defines auxiliary organization qualifications for membership. Strengthens membership suspension and termination provisions. Changes the description of standing committee Executive Committee officer-holders from chairs to representatives. Limits Executive Committee officer-holders (including standing committee representatives) to member-organization direct or reimbursed management employees. Establishes requirement and process for elected-office-holders to disclose circumstances of ineligibility to hold office. Permits Bylaw amendments and elections to be held by electronic means under specified conditions.

FEDERAL TAX EXEMPT STATUS DETERMINATION LETTER

EXACT REPRODUCTION OF ORIGINAL LETTER ON FILE

INTERNAL REVENUE SERVICE
DEPARTMENT OF THE TREASURY
DISTRICT DIRECTOR

P.O. BOX 2350 ROOM 5127 ATTN: E.O.
LOS ANGELES, CA 900532350

Employer Identification Number:
33-0204176

Date: MAY 2, 1991

Case Number:
951057001

AUXILIARY ORGANIZATIONS ASSOCIATION
1901 E LAMBERT RD STE 12
LA HABRA, CA 90631

Contact Person:
GULAPAN, C.

Contact Telephone Number:
(213) 725-7876

Our Letter Dated:
Dec. 23, 1986

Addendum Applies:
No

Dear Applicant:

This modifies our letter of the above date in which we stated that you would be treated as an organization which is not a private foundation until the expiration of your advance ruling period.

Your exempt status under section 501(a) of the Internal Revenue Code as an organization described in section 501(c)(3) is still in effect. Based on the information you submitted, we have determined that you are not a private foundation within the meaning of section 509(a) of the code because you are an organization of the type described in section 509(a)(2).

Grantors and contributors may rely on this determination unless the Internal Revenue Service publishes notice to the contrary. However, if you lose your section 509(a)(2) status, a grantor or contributor may not rely on this determination if he or she was in part responsible for, or was aware of, the act or failure to act, or the substantial or material change on the part of the organization that resulted in your loss of such status, or if he or she acquired knowledge that the Internal Revenue Service had given notice that you would no longer be classified as a section 509(a)(2) organization.

You are required to file Form 990 only if your gross receipts each year are normally more than $25,000. For guidance in determining whether your gross receipts are "normally" more than $25,000, see the instructions for Form 990. If a return is required, it must be filed by the 15th day of the fifth month after the end of your annual accounting period. A penalty of $10 a day is charged when a return is filed late, unless there is reasonable cause for the delay. However, the maximum penalty charged cannot exceed $5,000 or 5 percent of your gross receipts for the year, whichever is less. This penalty may also be charged if a return is not complete, so please be sure your return is complete before you file it.

AUXILIARY ORGANIZATIONS ASSOCIATION

If we have indicated in the heading of this letter that an addendum applies, the addendum enclosed is an integral part of this letter.

Because this letter could help resolve any questions about your private foundation status, please keep it in your permanent records.

If you have any questions, please contact the person whose name and telephone number are shown above.

Sincerely yours,

Michael J. Quinn
District Director

Appendix D

AOA
STATEMENT OF MISSION, PURPOSE AND GOALS

Mission Statement

We are a consortium of diverse, entrepreneurial, service-orientated California State University auxiliary organizations, whose purpose is to assist in exemplary services, programs, and facilities that further the educational mission of each campus.

Purpose: Why AOA?

1. Professional development: access of information, leadership skills, and organizational management through a variety of mechanisms: negotiation skills, conflict management, influence and persuasion.

2. Discussion and resolution of legal issues and connection to Chancellor's Office. Re- establish focal point for auxiliary issues, vice-presidents, and Chancellor's Office staff.

3. Cross-function support (mutual support) between auxiliaries with different functions, e.g. Foundations and A.S.

4. Networking at auxiliary manager level.

5. Providing assistance to new auxiliaries.

6. Access to timely auxiliary information and resources.

7. Important communication link for information.

Future Goals

I. Increase Professional Development

Increase the number, variety and levels of professional development opportunities based on broad input from members, as well as provide increased and timely access to information resources. Find new forms for summarizing legal counsel distribution.

a. Increase number, variety, and levels of professional development and opportunities.

b. Provide timely information

c. Identify an information management person to develop Web page and gather information on ideas year round.

d. Strategize goals of annual conference through committee meetings, chairs, and vice chairs.

e. Identify auxiliaries/campus resources for training.

f. Call for sessions at annual meeting.

g. Acknowledge exemplary members.

h. Provide training for all levels of membership.

i. Create a professional development committee.

II. Clarify AOA's role as the focal point for issues of common interest to members pertaining to legal developments, legislative initiatives and system-wide issues.

a. Establish AOA as a credible resource for the Chancellor's Office on matters pertaining to auxiliaries by responding to Chancellor's Office inquiries in atimely manner with lucid, in-depth information.

b. Set up periodic, strategic contacts with high-level Chancellor's Office representatives.

c. Continue high degree of Chancellor's Office participation in annual conference.

d. Establish continuous two-way communication between AOA and CABO.

III. Increase Cross-Function Support

1. Recruit AOA membership from all auxiliary organizations.

    a. Analyze lists to derive auxiliary organizations to be recruited.
    b. Assign recruiters.
    c. Establish advisory council.
    d. Welcome “Packet.”

2. Express as AOA Policy and Implement Functional Diversity on Executive Committee/Officers/Committees

    a. Mentors program led by AOA leaders (campus cross-function).
    b. Encourage committee chairs to invite cross-function auxiliary organizations to committee meetings.
    c. Amend bylaws to express cross-function.

3. Structure AOA Policy Professional Development Programs that emphasize cross-function value and interest.

    a. Executive Committee adopt clear program statement for conference committee.

AOA Standing Order

CORPORATE OFFICERS

I. Background and Purpose

The Executive Committee of the Auxiliary Organizations Association (AOA) serves as the corporation's board of directors. The activities and affairs of the Association shall be conducted, and all corporate affairs and powers are exercised by or under the direction of the board.

The Executive Committee may delegate management of functions and activities, provided that ultimate direction is exercised by the Executive Committee. [CA Corp Code § 5210]

AOA Amended Bylaws set duties of corporate officers. This Standing Order restates corporate officer responsibilities and authorizes delegated authority with respect to certain officers.

II. President [Bylaws Art. V § 2]:

1. Executive Committee Member
2. Call and preside at annual conference, membership, Executive Committee, and special corporation meetings, including Officers Group
3. Authority to establish ad hoc committees, appoint committee members and chairpersons thereto
4. Authority to represent AOA to external entities, as appropriate, in consultation with Executive Committee

Functions 2 through 4 may be delegated in writing to either the President-Elect or Immediate Past President, in consultation with the Officers Group and with written notice to the Executive Committee.

III. President-Elect [Bylaws Art. V § 3]:

1. Executive Committee Member
2. Assist the President
3. Act in absence of the President
4. Oversee Annual Conference planning
5. Succeed to office of President upon nomination

Function 4 may be delegated in writing to an Executive Committee member (other than an officer) upon advance written notice to and concurrence by the Executive Committee.

IV. Immediate Past President [Bylaws Art. V § 4]:

1. Executive Committee Member
2. Chair, Long Range Planning Committee
3. Chair, Nominations Committee
4. Other related duties, as requested

V. Secretary-Treasurer

A. Corporate Secretary Functions [Bylaws Art. V § 5]:

1. Executive Committee Member (office may be combined with Treasurer)
2. Executive Committee and Member Meeting Minutes
3. Corporate Records Retention
4. Administration of Elections
5. Authorized Signatory on Corporate Documents

Functions 2 through 4 may be delegated (whole or in part) in writing to the Business Manager upon advance written notice to the Executive Committee. Any delegated functions shall be overseen by the Secretary.

B. Corporate Treasurer Functions [Bylaws Art. V § 6]:

1. Executive Committee Member (office may be combined with Secretary)
2. Collection of Dues and other income receipts
3. Payment of Bills and other forms of indebtedness
4. Preparation of appropriate tax reports
5. Quarterly reports of all income and expenses
6. Preparation of an annual financial report.

Functions 2 through 6 may be delegated (whole or in part) in writing to the Business Manager as Chief Financial Officer, upon advance written notice to the Executive Committee. Any delegated functions shall be overseen by the Treasurer.

Adopted by the Executive Committee at the meeting on January 7, 2023

AOA Standing Order

EXECUTIVE COMMITTEE MEETING POLICY AND PROCEDURES

A. Background. Members of the Auxiliary Organizations Association (AOA) are exclusively auxiliary organizations in good standing with the California State University and are subject to statutory open meeting requirements. [i]

While AOA itself is not an auxiliary organization, meetings of its governing body – the Executive Committee – should reasonably be held to transparency and accountability standards that broadly parallel those of member-organizations, consistent with AOA Bylaws. References: *Bylaws*, Article IX, and Corporate Transparency & Privacy Policy. Page 43 *AOA Policy & Practices Manual*.

This statement expresses policy standards (Sections B through K), as well as implementing procedures (Section L through N) for the open and orderly conduct of Executive Committee business.

B. Scope of Application. This statement will be applied to meetings of the Executive Committee. A meeting is a quorum, of that body convened to share and report on pertinent information, and to discuss and act upon business matters. Written posting, notice and waivers may be given by electronic means.

Executive Committee members should avoid any formal or informal gatherings constituting a quorum of that body to discuss or decide agenda items prior to a meeting, or any series of gatherings prior to a meeting not constituting a quorum which could be construed as forming a consensus on any item to be considered at a meeting.

Actions of the Officers Group under delegated authority shall be reported in a timely fashion to the Executive Committee. Other committee reports/recommendations are typically included in the meeting agenda sequence. See Section M(3) below.

C. Minimum Meeting Requirement. The Executive Committee will hold regular meetings on a scheduled basis set at the Annual Conference. Reference: *Bylaws,* Article IX.

D. Regular Meeting Schedule. The annual regular meeting schedule will establish the dates, times, and locations for meetings of the Executive Committee. Any changes to the annual meeting schedule shall be initiated by the Secretary/Business Manager in consultation with the President, and coordination with Executive Committee members.

E. **Regular Meeting Notice and Action**. Except as provided in Section F below, meetings require at least a 72-hour prior written notice. Action by the Executive Committee may be taken at a noticed/posted regular meeting on any action item not on the posted agenda but deemed, by a favorable vote of the Executive Committee, to require urgent action. Otherwise, a posted regular meeting agenda may be changed only with respect to the postponement, cancellation, or order of items, and the addition or deletion of non-action items.

A majority of the Executive Committee present, whether or not a quorum is present, may adjourn any meeting to another place and time as prescribed by *Bylaws*, Article IX, § 7.

Notice of a meeting need not be given to any Executive Committee member who has signed a waiver in accordance with *Bylaws,* Article IX, § 6.

F. Special Emergency Meetings and Actions Without a Meeting. Special meetings require at least 24-hour written notice of the time, place, and specified agenda item(s) to be discussed or acted upon to Executive Committee members, notice-requesters, or persons directly affected by meeting business. Special meeting notice may be waived in writing to the Secretary/Business Manager by any Executive Committee member before or at such meeting, and is deemed waived by presence when the meeting convenes.

A special meeting may be called at any time by the President, or by a majority of Executive Committee members, by delivery personally, by confirmed e-mail, or by mailed written notice to each Executive Committee member, and to any notice-requester or other party to be directly affected by such meeting. No business other than that set out in the notice shall be considered at such meetings.

An emergency meeting may be called and conducted under the circumstances set forth in Corporations Code § 5140(n). Reference: *Bylaws*, Article IV, § 1.

An Executive Committee action required or permitted may be taken without a meeting under restricted circumstances set out in *Bylaws*, Article IV, § 9.

G. Closed Sessions. A meeting may adjourn to closed session in circumstances involving the need for strict confidentiality, or matters of a proprietary nature. Reference: *Bylaws,* Article IX, § 3.

H. Persons/Media Requesting Meeting Notice. Any individual or media representative may file a Request for Meeting Notice with the Secretary/Business Manager. Such request shall be valid for one year from the date on which the request is filed unless a renewal request is filed. A meeting-notice standardized request form may be established. A requester may specify an electronic address for receiving meeting notices.

I. Persons Permitted to Attend Meetings. The Executive Committee shall generally conduct their business in public. Except as specifically provided in Section G above, meetings will be open and public, and all persons will be permitted to attend. The Executive Committee may prescribe a reasonable written meeting protocol to help ensure that a meeting is conducted effectively without unnecessary disruption. Any such protocol shall be announced at the opening of the meeting. Reference: *Bylaws*, Article IX, § 2.

J. Meetings by Teleconference. Executive Committee meetings may be held from the location designated in the regular meetings schedule, or as stated in the agenda notice for special or emergency meetings, or through the use of conference telephone, electronic video screen communication or electronic transmission provided: (1) all members participating in the meeting, including notice-recipients, are able to hear one another, (2) members can communicate concurrently with one another, and (3) members are provided the means to participate in all matters before the Executive Committee. Reference: *Bylaws* Article IX, § 4 and Corporations Code § 5211(a)(6).

K. Past meeting Minutes & Related Information. The Secretary/Business Manager shall post for public access the approved Minutes of each Executive Committee meeting on the AOA website in a timely fashion.

L. <u>Meeting Preparations</u>.

1. The meeting agendas are developed and prepared by the Secretary/Business Manager in coordination with the President and will be comprised of recommendations and reports ready for consideration. Executive Committee members with potential agenda items should contact the Secretary/Business Manager well in advance of the meeting to coordinate the item for timely inclusion on the agenda.
2. The Secretary/Business Manager will confer with the President prior to a meeting in order to set the agenda, permit preparation and completion of agenda package materials, and satisfy required notice timelines.
3. The President will work with the Secretary/Business Manager to ensure that the agenda reflects accurately and completely matters that are timely and ripe for Executive Committee consideration.
4. Meeting notices, including specific agenda items and the availability of open meeting agenda materials, shall be publicly posted on the AOA website at least 72 hours before regular meetings, except that special meetings require only at least a 24-hour notice/posting. Open meeting agenda materials (agenda packet) should be made available to the public on a timely basis. Such materials not completed until the meeting should also be publicly available at that time.
5. Each item in a meeting agenda packet should typically include an appropriate material introducing the item and providing summary background, analysis, alternatives, recommendation and, if necessary, supporting materials sufficient to properly inform Executive Committee members and permit them to make prudent judgments on the item

M. <u>During the Meeting.</u>

1. The conduct of meetings shall be guided in a practical manner by accepted parliamentary procedures in *Robert's Rules of Order*, consistent with the *Bylaws* and California Nonprofit Public Benefit Corporation Law. See also *Bylaws,* Article IX, § 1.
2. Public Comment. Executive Committee meeting agendas shall include a public comment period. A written protocol for this period may be established and made openly available.
3. Typical Meeting Agenda Sequence:
   a. Call to Order & Welcome
   b. Approval of Agenda
   c. Review/Approval of Minutes of Previous Meeting(s)
   d. Public Comment Period
   e. Old Business Follow-up
   f. President's Reports
   g. Secretary-Treasurer's Report
   h. President-Elect's Report
   i. Member Resources
   j. New & Returning Business Items (may include Consent items)
   k. Reports (updates, committees)
   l. Building Relationships & Partners
   m. Information/Announcements
   n. Adjournment
4. Consent Items. A meeting agenda may include, under New & Returning Business Items, one or more "consent items" for approval with the chair stating "If I hear no objections, the Consent Item(s) pass." Any item on Consent may be removed to the appropriate agenda-sequence by an Executive Committee member without discussion. The Executive Committee may establish more detailed written practices relating to the Consent process.

5. Handling Agenda Items. The chair should introduce the name of the agenda item and provide any detail or elaboration required on more complex matters. Following the agenda item briefing, the chair should ask for any public input, then member deliberation, and finally motion/action on the matter.

N. <u>After Meeting</u>. Following each meeting of the Executive Committee, the Secretary/Business Manager shall draft Minutes for review by and approval of the Executive Committee at its next meeting. Meeting Minutes should be complete, yet concise. Approved Minutes shall be promptly distributed to the Membership. Reference: *Bylaws,* Article IX, § 1.

[i]Student body organizations are under separate meeting requirements of the *Gloria Romero Open Meetings Act of 2000* in Education Code § 89300 *et seq*. All other auxiliary organizations must comply with Education Code §§ 89920-27.

Adopted by the AOA Executive Committee on January 6, 2018

AOA Standing Order

MEMBERSHIP ELECTRONIC BALLOTING PROCEDURES

I. Background. The Auxiliary Organizations Association (AOA) is a membership nonprofit public benefit corporation.[1] Circumstances arise requiring the member-organizations to take action without a formal meeting - for example: electing officers/governing board members or adopting amendments to the articles or bylaws.

Member voting by electronic ballot[2] without a meeting is permitted by law[3] unless expressed otherwise in the articles or bylaws and when approved by the governing board.[4] AOA Bylaws[5] authorize elections and bylaw changes by electronic ballot, if specific statutory requirements are met.

II. Purpose. These Procedures, adopted by the Executive Committee, outline the requirements to conduct and conclude member voting by electronic ballot when authorized by Minute action of the Executive Committee.

III. Electronic Balloting Requirements. (Corporations Code references unless otherwise stated)

A. General
   1. A membership electronic ballot-vote is subject to Executive Committee authorization [§ 5513(a); Bylaws Article VIII, § 1].
   2. The Executive Committee shall designate the ballot-vote tally-agent.
   3. The electronic ballot must be accompanied by solicitation materials indicating:
      a. The response-tally needed to satisfy the requirement for a valid vote (quorum);
      b. The percentage of affirmative vote(s) necessary to approve the action; and
      c. The time by which the ballot must be received by the tally-agent to be counted. [§ 5513(a)].
   4. Content of the ballot form must describe the proposed action, provide opportunity to specify approval or disapproval, and allow reasonable time to return the ballot. [§ 5513(a)].
   5. The electronic ballot must be distributed with the solicitation materials to the email address of the Executive Director (or to comparable position) as the representative of each eligible member-organization, and returned promptly to the tally-agent. [§§ 20, 21 and 5513(a)].
   6. An electronic ballot may not be revoked once returned to the tally-agent. [§ 5513(d)].
   7. The tally-agent has the discretion in reviewing ballots, to verify, accept or reject a ballot upon a reasonable basis and acting in good faith. [§ 5517(c)].
   8. Ballot voting results shall be published promptly to the membership. [Bylaws Article IV, § 5].

B. Election of Officers and Representatives
   1. The election ballot process must be preceded by the nomination process. [Bylaws Article VIII; *AOA Policy & Practices Manual,* Revised August 2023 Edition, Nominations Committee Composition and Selection Process Policy, at pages 18-19].
   2. Ballot solicitation material may include a brief description of the nomination process and shall state the Executive Committee nominee recommended action. [§ 5513(a); *AOA Policy & Practices Manual*, Revised August 2023 Edition, Nominations Committee Composition and Selection Process Policy, at pages 18-19].

3. The electronic ballot form shall include the officer and representative nominees for election, together with their respective member-organizations and terms of office, and a vote specification. The ballot may contain a vote-option to elect the slate of recommended nominees. [§ 5513(a)].

[1]AOA is not an auxiliary organization, and therefore not subject to governing board meeting requirements under the Education Code
[2]The term "electronic ballots" is used instead of "written ballots." Cal. Corp. Code § 5511(b) permits electronic communication of written ballots – hence, "electronic ballots."
[3]Cal. Corp. Code §§ 5077 and 5513(a).
[4]*Id.* at § 5513(e).
[5]Article VIII, § 1; Article XI.

The above Electronic Balloting Procedures were adopted by Minute action of the Executive Committee on November 18, 2022.

AOA Standing Order

SERVICE PROVIDER SELECTION AND ADMINISTRATION

I. Purpose and Background

The Auxiliary Organizations Association (AOA) has no employees. This guidance sets out the processes for selection of support service providers, together with the administration and evaluation of the work performed by such providers through appropriate agreements.

II. Provider Service Areas

There are presently eight (8) major functional areas requiring significant service providers:

a. Management and Treasury
b. Membership and Website Content Administration
c. Website and Conference Application Management
d. Conferencing and Education
e. Legislation and Compliance Advice
f. Legal Services
g. Independent Audit Services
h. Banking Services

Within each of these areas are specific services (tasks, programs, projects or activities) accomplished by either individual or other service providers.

III. Service Standards

a. Service provider relationships and all work performed thereunder shall comport with applicable industry standards, regulatory requirements, and this guidance.
b. Service provider work shall be subject to an appropriate degree and frequency of evaluation to determine the degree to which the work was within the authorized *Scope of Work* and successfully undertaken and completed as agreed.
c. Independent contractor relations shall be structured and documented to meet legal test requirements.

IV. Documentation

a. Individual Service Provider Agreement. Each individual service provider relationship is required to be committed to a negotiated support services agreement (SSA). See template in Attachment A. An appropriate formal written contract shall be negotiated and executed for all other support services using other service providers.
b. Scope of Work Statement. The SSA shall include the negotiated *Scope of Work* statement (SoW) expressed in sufficient detail to identify and clearly express the: tasks, activities, projects or programs; timelines; qualitative and/or quantitative measures (deliverables); and costs (fees and other charges). A Proposed SoW is a required component of a written response to an AOA Request for Proposals (RFP).

V. Selection Processes

The Executive Committee has delegated to the Officers Group the authority to: seek prospective providers; develop and publish appropriate RFP documents; evaluate, rate and qualify prospective service providers; negotiate qualified service provider relationships; and, subject to authorization to enter into any negotiated service provider relationship, execute an SSA. The Officers Group shall follow the following processes in securing qualified support service providers:

a. Individual Service Providers. Individual service providers include those with a long-standing relationship with AOA as past leaders or as retired member-organization employees.
   1. Recommend and secure estimated funding level for support services as part of the budget process.
   2. Develop a specific statement of the required services and service evaluation criteria. Consult with Executive Committee.
   3. Informally inquire about individuals to include in an RFP list to prospective providers. This will include soliciting interest via a posting on the AOA website and a notice to auxiliary Executive Directors.
   4. Develop and publish the RFP. Update Executive Committee.
   5. Review, qualify, evaluate and rate RFP responses. Update Executive Committee.
   6. Negotiate Scope of Work, costs, and performance criteria with preferred provider. Secure Executive Committee authorizations.
   7. Execute SSA to enter support services relationship. Update Executive Committee.
   8. Monitor provider services and conduct performance evaluations. Update Executive Committee.
   9. Initiate or receive Scope of Work proposed modifications, or SSA amendments/renewals. Secure any required Executive Committee authorizations.
   10. Prepare and submit closeout reports to Executive Committee for ended provider relationships.

b. Other Service Providers. Other service providers are typically corporations, firms, or partnerships engaged in professional services required by AOA.
   1. Recommend and secure estimated funding level for support services as part of the budget process.
   2. Identify the type, level and likely qualifications/standards for the required services. Consult with Executive Committee.
   3. Seek prospective Other Service Providers through a Request for Statement of Qualifications for inclusion in an RFP list. When appropriate, include a posting on the AOA website and a notice to auxiliary Executive Directors.
   4. Develop and publish the RFP. Update Executive Committee.
   5. Review, qualify, evaluate and rate RFP responses. Update Executive Committee.
   6. Negotiate Scope of Work, costs, and performance criteria with preferred provider. Secure Executive Committee authorizations.
   7. Execute SSA to enter support services relationship. Update Executive Committee.
   8. Monitor provider services and conduct performance evaluations. Update Executive Committee.
   9. Initiate or receive Scope of Work proposed modifications, or SSA amendments/renewals. Secure any required Executive Committee authorizations.
   10. Prepare and submit closeout reports to Executive Committee for ended provider relationships.

VI. Implementing Procedures

The Officers Group may establish written procedures consistent with and in implementation of this guidance. Such procedures shall be reported to the Executive Committee.

Approved by the Executive Committee on April 21, 2023

TEMPLATE ONLY

SUPPORT SERVICE PROVIDER AGREEMENT

This Support Service Provider Agreement ("Agreement") is made effective this _____day of _____20___(the "Effective Date"), by and between the Service Recipient, the AUXILIARY ORGANIZATIONS ASSOCIATION, a California nonprofit, public benefit corporation ("AOA"), and_____(Full Name), the Service Provider ("CONTRACTOR"). AOA and CONTRACTOR each are referred to herein separately as "Party" and are referred to herein collectively as the "Parties". There are no other parties to this Agreement.

Explanatory and Operative Statements

[insert statements as required]
[SAMPLE]

The AOA is composed exclusively of its members – the separate auxiliary organizations that support and enhance the educational mission of the California State University (CSU) system and each of its campuses. The AOA mission is to offer professional development, issue collaboration, represent common interests, and assist new or evolving member-organizations.

In _____(month and year)_____, the AOA issued a Request for Proposals to its member organizations seeking interest in providing specified support services.

The resource and policy constraints upon member-organizations require AO to rely heavily upon the members to carry out its mission. AOA must seek and obtain needed internal business and program support from member-organizations, a few qualified firms, but particularly from experienced individuals on a service provider basis. These internal functions and tasks have included providing corporate secretary and governing board support, administrative, treasury and accounting tasks, purchasing, interest group and conferencing support, and Internet AOA site development and administration.

CONTRACTOR under this agreement is a member-organization executive-retiree and former AOA leader, willing and able to independently dedicate a reasonable amount of business time as an AOA service provider. The semi-retirement status of CONTACTOR requires him to limit or foreclose his other customary business engagements with service recipients.

Terms and Conditions

In consideration of the mutual covenants contained herein and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties agree to the following terms and conditions:

1. Services To Be Provided
On or before the Effective Date of this Agreement, or as soon as practicable, the CONTRACTOR shall commence the support services specified in the *Scope of Work* (SoW) Statement, **EXHIBIT A** (contents of which are incorporated herein by reference). The CONTRACTOR shall exercise the same timeliness

and due diligence customary under industry standards in carrying out the work specified in this Agreement. CONTRACTOR under this Agreement shall act as an independent contractor in close collaboration with AOA leadership, the Executive Committee, and Conference Planning Committee, and an employer-employee relationship is not implied or intended, and shall not be practiced by the Parties.

The CONTRACTOR may from time to time offer or be requested to provide support to AOA outside the SoW Statement under this Agreement, with or without the expectation of additional charge to AOA associated with that support. Any ambiguity over such circumstances shall be clarified and resolved in advance by the AOA President and the Secretary/Treasurer, and, where appropriate, documented by the Parties in accordance with Section 5. The AOA President shall recommend to the AOA governing board any budget supplements for services of the CONTRACTOR that may involve additional fees to CONTRACTOR in such circumstances.

2. Term Of Agreement
The term of this Agreement shall be _____, ending _____. The Parties may extend the term for additional one-year periods by written amendments to this Agreement.

3. Service Fee And Other Charges
In full consideration of the services satisfactorily performed by CONTRACTOR under this Agreement, AOA shall pay to CONTRACTOR as follows:

[Insert total payment amount, frequency of payments, and invoicing terms]

CONTRACTOR will be compensated for approved out-of-pocket expenses and related charges incurred during the performance of the contracted support services.

4. Status Of Parties
During the term of this Agreement or any extension thereof, CONTRACTOR represents that the tasks, activities, projects or programs ("Work") specified in the SoW are all within CONTRACTOR'S professional capability to provide on a timely basis, and working in close cooperation with [*Examples; Executive Committee, Conference Planning Committee, Officers Group*]. It is mutually understood and accepted that:

a. That the CONTRACTOR is free from the control and direction of the AOA in connection with the performance of the Work, both under this Agreement for the performance of the Work and in fact; *and*
b. That the CONTRACTOR performs the Work that is outside the usual course of AOA business; *and*
c. That the CONTRACTOR is engaged in an independently established trade, occupation, or business of the same nature as the Work performed under the SoW.

5. Scope Of Work Modification
The Parties may modify the terms and conditions of this relationship by an amended SoW, signed and dated by the Parties and appended to the SSA, or by an amended SSA.

6. Termination Of Services
Either party may terminate this agreement for good cause upon a 90-day written notice to the other party.

7. Entire Agreement
This Agreement constitutes the entire agreement between the Parties with respect to the subject matter hereof, and there are no inducements, representations, warranties, or understandings that do not appear within the terms and provisions of this Agreement. Only a writing signed by both Parties may modify this Agreement. The laws of the State of California shall govern the interpretation of this Agreement.

8. Authorization
Each individual signing this Agreement warrants and represents that he has the full authority and is duly authorized and empowered to execute this Agreement on behalf of the Party for which he sings.

9. Choice Of Law
The provisions of this Agreement and its interpretation shall be governed by the laws of the State of California, including any action arising out of this Agreement.

10. Severability And Construction
If any provision of this Agreement shall be held by a court of competent jurisdiction to be illegal, invalid or unenforceable, the remaining provisions shall remain in full force and effect. This Agreement has been negotiated by the Parties and their respective counsel and shall be interpreted fairly in accordance with its terms and without any strict construction in favor of or against either Party.

11. Counterparts
This Agreement will be executed by the Parties on or before the Effective Date and may be executed in one or more counterparts, each of which when so executed and delivered shall be deemed to be an original, but all of which taken together form but one and the same instrument.

12. Binding Effect
This Agreement shall be binding on the Parties, their successors in interest, and present and future subsidiaries, assignees or acquirers, including any acquirer of substantially all of the assets of a Party.

IN WITNESS HEREOF, AOA and CONTRACTOR have caused their duly authorized signatories to execute this Agreement to be effective as of the Effective Date.

AUXILIARY ORGANIZATIONS ASSOCIATION	CONTRACTOR
Richard Jackson, AOA Business Manager/CFO	_____,INDIVIDUAL
_____	_____
Signature	Signature
_____	_____
Date	Date

EXHIBIT A

[Scope of Work Statement appended]

REMOTE MEETING PARTICIPATION PROTOCOL

Chair Convening Script:

Good [morning or afternoon]. I'm [full name and officer title] and chair for this meeting of the [name of body]. Members, guests and visitors may be participating by electronic communications (remote).

Before I call the meeting to order, there are a number of procedures that I'm asking participants to observe in view of the remote participation. In addition to those joining the meeting at the physical location, participation has been provided using the prescribed online platform described in the meeting notice.

Consistent with Nonprofit Public Benefit Corporation Law, meetings by teleconference must satisfy prescribed conditions: Each [board or committee] member can communicate with other members concurrently, and each has the means of participating in all matters before the body, including the capacity to propose, or to interpose an objection to, a specific action to be taken.

Effective participation and recordkeeping will require:

- Body members to state their names for the record at roll call and, when recognized by the chair, each time they seek to address the body.
- Remote guests and public attendees shall be asked to identify themselves by the chair after roll-call, or when joining the meeting.
- Remote participants to alert the chair by the virtual hand-raising feature if they cannot hear a participant speaking.
- Formal agenda action on motions to be taken by roll call. Note: The chair may order action (without a motion) on routine agenda items (subject to objections, then requiring a motion and roll call).
- Remote participants to use the virtual hand-raising feature and be recognized by the chair before addressing the body.

Call To Order (by Chair)

This meeting is called to order at [time] on [day], [date], [location, if applicable] with prescribed remote participation, the requirements of which have been shared with meeting participants.

The Secretary [or designee] will call roll and determine if a quorum is present, then identify and ask invited guests and members of the public to respond as called and acknowledge their presence.

ROBERT'S RULES OF ORDER QUICK GUIDE FOR THE CONDUCT OF AOA MEETINGS

A. Introduction

Robert's Rules of Order (RRO 11th Edition) serves as a guide for the conduct of Auxiliary Organizations Association meetings. See Bylaws, Article IX, Section 1.

The *RRO* manual makes it difficult to find the correct reference during a meeting. This Quick Guide serves as a helpful and handy resource for the meeting chair and members. The Secretary-Treasurer has the *RRO* manual for reference during Executive and membership meetings. The meeting chair makes procedural determinations consistent with the Bylaws.

B. Common Motions

Main Motion: Introduce a new matter.
Subsidiary Motion: Change or affect how to handle a main motion (vote on this before main motion).
Privileged Motion: Urgent or important matter unrelated to pending business.
Incidental Motion: Questions procedure of other motions (must consider before the other motion).
Motion to Table: Kills a motion.
Motion to Postpone: Delays a vote (can reopen debate on the main motion).

C. Six Steps to Every Motion (see attached Chart of Motions)

1. **Motion:** A member rises or raises a hand to signal the Chair.
2. **Second:** Another member seconds the motion.
3. **Restate Motion:** The Chair restates the motion.
4. **Debate:** The members debate the motion.
5. **Vote:** The Chair restates the motion, and then first asks for affirmative votes, then negative votes, and any abstentions.
6. **Announce The Vote:** The Chair announces the result of the vote and any instructions to implement the action.

D. Action Without Vote On Motion

Following debate with a clear indication of agreement, the Chair may save time by stating, "If there is no objection, the motion to…. Is adopted." Then wait for any objections. Then say, "Hearing no objections, (state the motion) is adopted." And then state any instructions required to carry out the action. If a member objects, first ask for any questions, restate the motion, then vote and then announce the vote.

E. Requesting Points in Proceedings

Certain situations need attention during the meeting, but they don't require a motion, second, debate or voting. It's permissible to state a point during a meeting where the Chair needs to handle a situation right away. Meeting members can declare a:

- **Point Of Order:** Draws attention to a breach of rules, improper procedure, breaching of established practices, etc.
- **Point Of Information:** A member may need to bring up an additional point or additional information (in the form of a non-debatable statement) so that the other members can make fully

informed votes.

- **Point Of Inquiry:** A member may use point of inquiry to ask for clarification in a report to make better voting decisions.
- **Point Of Personal Privilege:** A member may use point of personal privilege to address the physical comfort of the setting such as temperature or noise. Members may also use it to, for example, address the accuracy of written materials or the accuracy of a member's conduct.

F. Chair Pointers

The *RRO* helps ensure that meetings are fair, efficient, democratic and orderly. A skilled chair allows all members to voice their views in an orderly manner so that everyone in the meeting can hear and be heard. Here are some pointers to consider:

- Keep to the agenda allowing the meeting to conclude business.
- Let the body do its own work; don't over-command.
- Control the flow of the meeting by recognizing members who ask to speak.
- Let all members speak once before allowing anyone to speak a second time.
- When discussions get off-track, gently guide the meeting back to the agenda.
- Model courtesy and respect, and urge members to do the same.
- Help to develop the body's skills in parliamentary procedure by properly using motions and points of proceedings (see above).
- Give each speaker your undivided attention.
- Keep an emotional pulse on the discussions.
- Allow a consensus to be the judgment of the body.

G. Meeting Member Pointers

- Come prepared; read the agenda packet.
- Practice good listening skills.
- Speak when acknowledged by the Chair.
- Strive to be clear and concise.
- Follow parliamentary procedures.

REG/8/20

Appendix H

ROBERTS RULE OF ORDER CHART OF MOTIONS

11th Edition See Chart on Following Pages

Action	What to Say	Can interrupt speaker?	Need a Second?	Can be Debated?	Can be Amended?	Votes Needed
Introduce main motion	"I move to..."	No	Yes	Yes	Yes	Majority
Amend a motion	"I move to amend the motion by ..." (add or strike words or both)	No	Yes	Yes	Yes	Majority
Move item to committee	"I move that we refer the matter to committee."	No	Yes	Yes	No	Majority
Postpone item	"I move to postpone the matter until..."	No	Yes	Yes	No	Majority
End debate	"I move the previous question."	No	Yes	Yes	No	Majority
Object to procedure	"Point of order."	Yes	No	No	No	Chair decision
Recess the meeting	"I move that we recess until..."	No	Yes	No	No	Majority
Adjourn the meeting	"I move to adjourn the meeting."	No	Yes	No	No	Majority
Request information	"Point of information."[11]	Yes	No	No	No	No vote
Overrule the chair's ruling	"I move to overrule the chair's ruling."	Yes	Yes	Yes	No	Majority
Extend the allotted time	"I move to extend the time by_ minutes."	No	Yes	No	Yes	2/3
Enforce the rules or point out incorrect procedure	"Point of order."	Yes	No	No	No	No vote
Table a Motion	"I move to table..."	No	Yes	No	No	Majority

Verify voice vote with count	"I call for a division."	No	No	No	No	No vote
Object to considering some undiplomatic matter	"I object to consideration of this matter..."	Yes	No	No	No	2/3
Take up a previously tabled item	"I move to take from the table..."	No	Yes	No	No	Majority
*Reconsider something already disposed of	"I move to reconsider our action to..."	Yes	Yes	Yes	Yes	Majority
Consider something out of its scheduled order	"I move to suspend the rules and consider..."	No	Yes	No	No	2/3
Close the meeting for executive session	"I move to go into executive session."	No	Yes	No	No	Majority
Personal preference- noise, room temperature, distractions	"Point of privilege"	Yes	No	No	No	No vote

* A member may make a Motion of Reconsider a matter that was already acted upon; however, the reconsidered motion may not be subsequently reconsidered. A motion to reconsider must be made during the same meeting and can extend to a meeting that lasts for more than one day.

STANDING COMMITTEE CHAIR BRIEFING BOOK

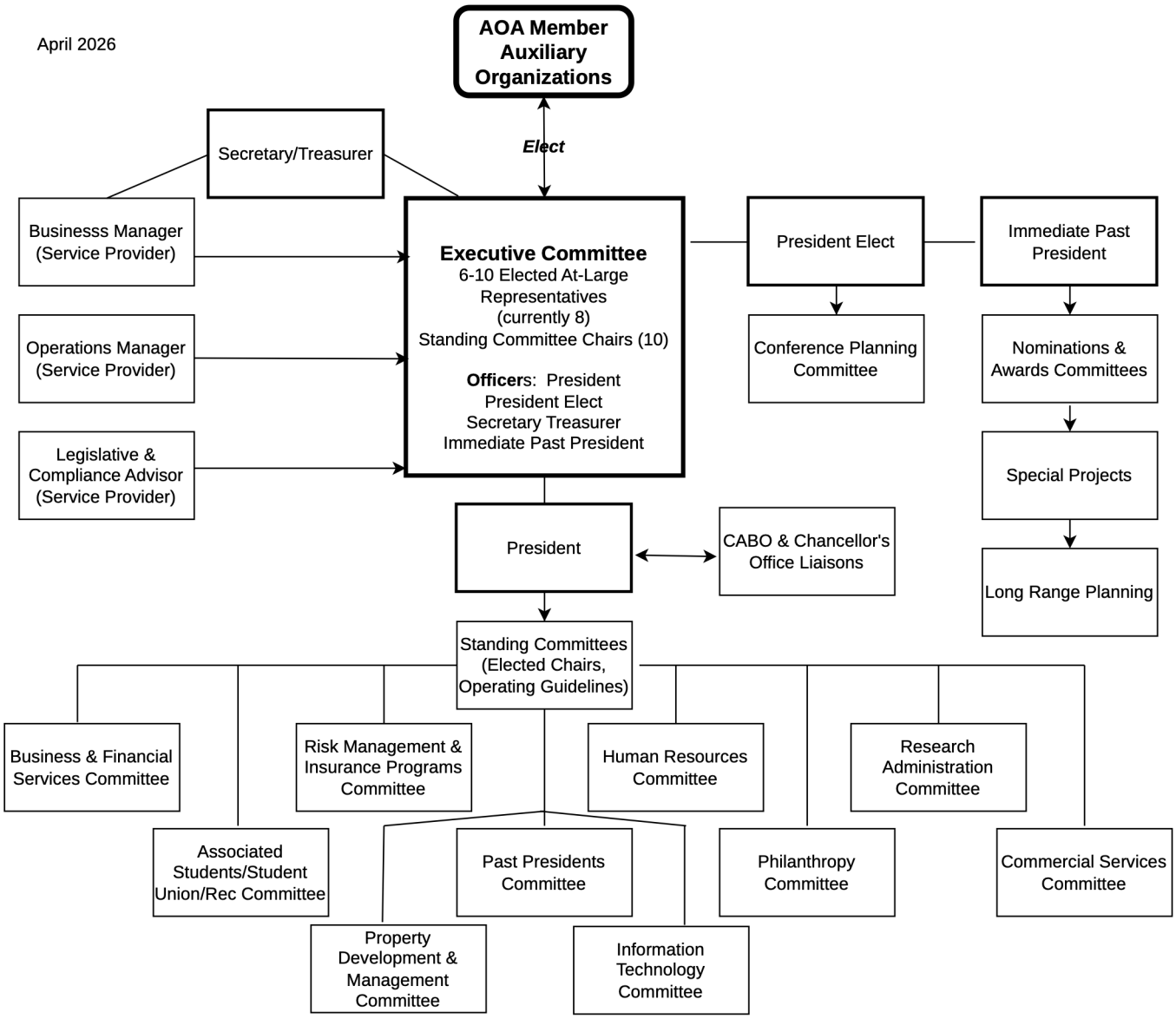
GENERIC TOPICAL CONTENT OUTLINE

1. Complete contact information for each committee member entered in chair's directory.
2. Complete contact information for each Executive Committee member and Chancellor's Office Liaison entered in chair's directory.
3. Complete contact information for each AOA service provider entered in chair's directory.
4. Complete contact information for each executive director of auxiliary organization providing functions with committee's purview entered in chair's directory.
5. AOA Executive Committee roster and meeting schedule.
6. Standing committee roster and meeting schedule.
7. Copy of current *AOA Policy & Practices Manual.*
8. Copy of current *AOA Orientation Guide for New Executive Committee Members*.
9. Copies of committee meeting minutes or proceeding summaries.
10. Copies of key committee documents considered during chair term, including proposed legislative bills and administrative regulation/policy changes.
11. Copy of past and current committee budgets and program/project activities (including key contact information).
12. Survey lists identifying auxiliary organizations within purview of committee providing which specific functions/services (distinguishing between direct or out-sourced).
13. Outline of procedure used to coordinate committee with internal AOA matters (including Business Manager, Officers Group, Executive Committee).
14. Outline of procedure used to coordinate committee on campus/system issues within purview of committee.
15. Outline of procedure used to coordinate committee with AOA Legislative & Compliance Advisor on pertinent legislative bills or external agency regulations.
16. Committee networking contact information.
17. Copy of policy and practices for use of the AOA website for committee purposes.
18. List of key committee action dates.

*A Committee Chair Briefing Book is intended to supplement the *AOA Policy & Practices Manual* and the *Orientation Guide for New Executive Committee Members* and be handed off to chair successors

Appendix J

AUXILIARY ORGANIZATIONS ASSOCIATION ORGANIZATION CHART



END OF DOCUMENT

THIS PAGE INTENTIONALLY LEFT BLANK