

**UNIVERSITY STUDENT UNION
OF
CALIFORNIA STATE UNIVERSITY, NORTHRIDGE

BYLAWS**

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UNIVERSITY STUDENT UNION OF
CALIFORNIA STATE UNIVERSITY, NORTHRIDGE

BYLAWS

ARTICLE 1. NAME

The name of the Corporation is UNIVERSITY STUDENT UNION OF CALIFORNIA STATE UNIVERSITY, NORTHRIDGE (“USU”).

ARTICLE 2. OFFICES OF THE CORPORATION

Section 2.01. Principal Office. The principal office of the Corporation for the transaction of the activities and affairs of the Corporation is located in the County of Los Angeles, California.

Section 2.02. Change of Address. The Board of Directors (“BOD” or “Board”) of the Corporation may change the principal office of the Corporation from one location to another within the County of Los Angeles without amendment of the Bylaws. Any change of location of the principal office shall be noted by the Secretary of the BOD hereunder.

18111 Nordhoff Street
Northridge, CA 91330-8272

Dated: October 2018

Dated:

Dated:

Section 2.03. Other Offices. The BOD may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to conduct its activities.

ARTICLE 3. PURPOSES AND LIMITATIONS

Section 3.01. General Purposes and Limitations. The general and specific purposes of the Corporation, and the limitations on the activities and affairs of the Corporation are as stated in the Articles of Incorporation including any amendments thereto, California Government Code section 5000 et seq., and California Education Code section 89900 et seq.

ARTICLE 4. MEMBERSHIP AND ORGANIZATION

Section 4.01. No Members. The Corporation shall not have members as that term is defined in Section 5056 of the California Corporations Code, or in any successor statute thereto. Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the BOD.

Section 4.02. Composition of the BOD. The BOD shall consist of sixteen (16) voting Directors. The composition of the BOD shall be as follows:

- 1) Ten (10) student Directors
- 2) One (1) faculty Director
- 3) One (1) staff Director
- 4) University President or designee
- 5) Vice President for Student Affairs or designee
- 6) Alumni representative
- 7) Executive Director

Section 4.03. Associated Students (AS) President or Designee. As a liaison to the BOD, the AS President or designee is not a Director, but has the right to attend and participate in BOD meetings.

Section 4.04. Selection of BOD

1. Student Directors

a) Elections

- i. Ten (10) student representatives at-large will be elected by the general student body to serve two year terms of office on the BOD. Five (5) students shall be elected each year in order to maintain staggered terms. Elections will be held each spring semester. Information regarding the number of days and hours for voting, polling locations and notice of elections will be provided to the student body at least two (2) weeks prior to the first day of elections. Sample ballots will be available upon request through the USU Administrative Offices during the two (2) weeks prior to the election and throughout the elections process.

b) Appointments

- ii. In the event any candidate(s) elected in the Spring semester elections becomes ineligible or withdraws before the annual meeting, the runner(s)-up from that election, in the order of total votes cast, shall be offered the seat if they meet qualifications pursuant to Article 4, Section 4.04, Subsection 1c, Item (iii).
- iii. In the event of a vacated, unexpired term of office at any point in the fiscal year, the vacancy will be advertised for at least one (1) week. An interview committee will interview eligible candidates and appoint a replacement, subject to BOD approval at the next BOD meeting.
- iv. The interview committee typically consists of the BOD Chair, BOD Vice Chair, and BOD Graduate Assistant. The Personnel Committee Chair will serve on the interview committee if one of the interviewers is unable to participate. The interview committee makes recommendations for appointments to the BOD. The BOD Chair/designee serves as the Chair of the interview committee and makes the recommendation on behalf of the committee to the BOD. Final approval for all appointments is made by the BOD.

c) Candidate Qualifications

- i. All student candidates must have achieved at least a cumulative grade point average (GPA) of 2.0 in all college and university level work prior to the time of their election or appointment to the BOD. For purposes of this section, the grade of “CR” shall be calculated as a 2.0 grade point.
- ii. Undergraduate candidates for office must have been enrolled at the campus for at least one (1) semester prior to the election or appointment, completing and earning a total of at least six (6) units during that semester.
- iii. Continuing graduate and credential student candidates for office must have been enrolled at the campus for at least one (1) semester prior to the election or appointment, completing and earning a total of at least six (6) units during that semester.
- iv. New graduate and credential students who received a bachelor’s degree or credential from California State University, Northridge (“CSUN”) within the past three (3) years prior to the election or appointment, must have completed and earned a total of at least twelve (12) units during their last year as an undergraduate to be eligible for office.

d) Qualifications for Office Holders

- i. All student Directors must maintain a GPA of at least 2.0 each semester during their term of office. For purposes of this section, the grade of “CR” shall be calculated as a 2.0 grade point. In the event that a Director does not achieve a semester GPA of 2.0 or higher, that Director shall have until 5:00 p.m. of the second Friday of the following semester to correct any grade deficiencies that may exist. In extenuating circumstances, an extension not to exceed thirty (30) calendar days of this deadline may be granted at the discretion of the Executive Director.
- ii. Undergraduate student Directors must maintain and earn at least six (6) units per semester during their term of office.
- iii. Undergraduate students are allowed to earn a maximum of 125 percent of the units necessary to complete the undergraduate degree objective. This applies to students who have declared a single major as well as to students who have declared a double major. Undergraduate student Directors who exceed this limit will be deemed to have vacated their positions on the BOD.
- iv. Graduate and credential student Directors must maintain and earn at least three (3) units per semester during their term of office.
- v. Graduate students are allowed to earn a maximum of 167 percent of the units necessary to complete the graduate or credential objective. Graduate and credential student Directors who exceed this limit will be deemed to have vacated their positions on the BOD.
- vi. All Directors must not be under academic or disciplinary probation of any kind and be classified as students in good standing with the Office of

Admissions & Records prior to taking a seat on the BOD, and during their term of office. Students not meeting these requirements shall be deemed to be disqualified from or to have vacated their positions on the BOD.

- vii. Student Directors may not serve concurrently as the AS President or Vice President.
- viii. For the purposes of this section, the term “semester” shall be defined as either the fall or spring semester.

2. Faculty/ Staff Directors

- a. One CSUN staff member shall be nominated through a petition process and selected as a Director by the BOD. USU staff members are not eligible for this position.
- b. A vacated, unexpired term of office shall be filled within forty-five (45) calendar days through normal selection procedures. If this deadline is not met, the BOD Chair shall select, subject to BOD approval, an individual to fill the vacant unexpired term of office.
- c. One faculty Director shall be selected by the voting Directors from a list of nominees submitted by the Executive Committee of the University Faculty Senate. For each vacancy, the Executive Committee should submit at least two (2) nominees.
- d. In the event of a vacated, unexpired term of office, the Executive Committee of the University Faculty Senate shall nominate, within forty-five (45) calendar days of notification to the Faculty President, one (1) faculty Director subject to approval by the BOD. If this deadline is not met, the BOD Chair shall select a faculty Director, subject to BOD approval, to fill the vacant, unexpired term of office.
- e. Faculty/ staff Directors shall serve a two-year term. One (1) faculty or staff Director shall be selected each year in order to maintain staggered terms.

3. The University President or the President’s designee shall be an ex-officio Director.

4. The Vice President for Student Affairs or the Vice President’s designee shall be an ex-officio Director.

5. Alumni Director

- a. One alumni Director of CSUN shall be appointed by the CSUN Alumni Association for a two-year term of office. The alumni Director may not be employed by the University during the period of their appointment to the BOD.
- b. In the event of a vacated, unexpired term of office, the Alumni Association shall appoint a replacement to complete the original term of office. This appointment should occur within forty-five (45) calendar days following notification to the Alumni Association President of the vacancy. If this deadline is not met, the BOD Chair shall select an eligible individual, subject to BOD approval, to fill the vacant, unexpired term of office.

Section 4.05. Term of Office and Limitations on USU Employment.

1. For purposes of these Bylaws, a “year” is considered to mean the length of the time between the dates of two successive Transition Ceremonies.
2. The term of office for all newly elected student Directors shall begin the date of the transition ceremony.
3. If, at the time of the annual Transition Ceremony, any position has not been filled, or a nomination has not been received, the position shall be deemed vacated and will be filled in accordance with Article 4, Section 4.04 of these Bylaws. The term of office for any student Directors appointed mid-year shall begin the date on which their appointments were approved, and continue through the remainder of the term in which they were appointed.
4. No director, excluding the Executive Director, shall hold office while concurrently employed by the USU.

ARTICLE 5. OFFICERS

Section 5.01. BOD Chair and Vice Chair. The BOD Chair and Vice Chair shall be elected by the BOD.

1. In the event the BOD Chair position becomes vacant, the Vice Chair shall serve as the interim Chair until a new chair is elected at the next BOD meeting at which the vacancy is agendized.
2. In the event of a vacancy the Vice Chair may elect a new BOD Vice Chair at the meeting at which the vacancy is agendized, but shall do so not later than the next regularly scheduled BOD meeting. The BOD Chair may appoint an interim Vice Chair until such time as a new Vice Chair is elected.
3. The BOD Chair and Vice Chair must be student Directors.
4. The BOD Chair and Vice Chair shall hold office until the date of the Transition Ceremony following their induction.
5. Students are eligible to serve in the position of BOD Chair or Vice Chair, or a combination of these offices for a cumulative maximum of two (2) years. Partial year service in either position shall not apply to the term limits.

Section 5.02. Secretary and Treasurer. The Executive Director shall serve as Executive Secretary to the BOD and Secretary and Treasurer for the Corporation.

Section 5.03. Elections of Officers. Election of officers shall occur by secret ballot at the annual BOD meeting. Two (2) tellers shall be appointed by the Executive Director to count the ballots. The tellers shall inform the current BOD Chair of the election results, who will then present them to the BOD.

1. Information regarding the available positions including related responsibilities and compensation along with information about the election and appointment process will be provided to all BOD applicants in the elections Filing Packets.

Section 5.04. No Compensation for Service as Officer. The Officers of the Corporation shall serve without compensation, but shall be eligible for reimbursement for reasonable expenses associated with service as an Officer. Officers may receive compensation for the services provided to the Corporation in capacities other than as an officer, as such compensation may be determined by the Corporation to be just and reasonable, or in the case of California State University (“CSU”) employees, in accordance with CSU additional employment/compensation guidelines, as applicable.

Section 5.05. Duties and Authority.

1. The BOD Chair shall preside at all meetings of the BOD. The BOD Chair shall have such powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation of this Corporation, or by these Bylaws, or as may be prescribed from time to time by the BOD.
2. The Vice Chair shall, in the extended absence of the BOD Chair, or at the Chair’s request, or in the event of the Chair’s physical inability to act, or due to a vacancy in that position, perform all the administrative duties of the BOD Chair, and when so acting shall have all the powers of, and be subject to all the restrictions — the BOD Chair. The BOD Vice Chair shall have such powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation of this Corporation, or by these Bylaws, or as may be prescribed from time to time by the BOD.
3. The Secretary shall give, or cause to be given, notice of all meetings of the BOD and of BOD committees required by these Bylaws to be given. The Secretary shall keep or cause to be kept at the principal office of the Corporation, or such other place as the BOD may order, a record of minutes of all meetings, proceedings, and actions of the BOD, and of its committees. The Minutes of meetings shall include the time and place that the meeting was held, whether the meeting was annual, regular, or special, and, if special, how it was authorized, the notice given, and the names of those present at BOD and committee meetings. The Secretary shall keep or cause to be kept, at the principal office in California, a copy of the Articles of Incorporation and Bylaws, as amended to date. The Secretary shall perform such other and further duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these Bylaws, or as may be prescribed from time to time by the BOD.
4. The Treasurer, who is the Corporation’s Principal Operating Officer and Chief Financial Officer, shall keep and maintain in written form, adequate and correct books and records of account of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The books and records of account shall be at all times open to inspection by any Director or Officer of the Corporation except as provided by law or these Bylaws. The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the BOD may designate. The Treasurer shall disburse the funds of the Corporation as ordered by the BOD and shall render to the BOD Chair and the BOD, on request, an account of all such Officer’s transactions as Treasurer, and of the financial condition of the Corporation. The Treasurer shall perform such other and further duties as may

be required by law, by the Articles of Incorporation of this Corporation, or by these Bylaws, or as may be prescribed and required from time to time by the BOD.

5. **Annual Report.** The Treasurer shall cause an annual report to be presented to the BOD as soon as is practicable after the close of the Corporation's fiscal year. The report shall contain all the information required by Section 6321(a) of the Corporations Code of the State of California, or a successor statute thereto, and shall be accompanied by any report thereon of independent accountants and such additional information as may be required by Section 89900 of the California Education Code, or a successor statute thereto, and any regulations promulgated thereunder. The audited statements shall be published in such places and disseminated to the BOD, the Officers and such persons as are required by Section 89900, or a successor statute thereto, and any applicable regulations promulgated thereunder. A copy of the annual report shall be furnished to the BOD.
6. **Checks, Drafts, Evidence of Indebtedness.** All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness issued in the name of, or payable to the Corporation, shall be approved in advance by the Treasurer of the Corporation and signed or endorsed by such person or persons in such manner as, from time to time, shall be determined by the BOD through the Treasurer.
7. **Corporate Contracts and Instruments.** The BOD through the Treasurer and, except as otherwise provided in these Bylaws may authorize any Officer, Officers, agent or agents, to enter into any contract or execute any instrument in the name of or for the Corporation. Such authority may be general or confined to specific instances. Unless so authorized or ratified by the BOD or unless such action is within the agency power of any Officer, no Officer, agent or employee shall have any authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purposes or in any amount.

ARTICLE 6. STANDING COMMITTEES

Section 6.01. Standing Committees. The BOD shall have a system of standing committees including but not limited to the following: Audit, Diversity & Inclusion, Facilities and Commercial Services, Finance, Personnel and Retirement Plan. The functions of each of the standing committees are as follows:

1. **Audit.** The Audit Committee shall be responsible for recommending to the BOD the retention and termination of the independent auditor and may negotiate the independent auditor's compensation on behalf of the BOD. The audit committee shall confer with the auditor to satisfy its members that the financial affairs of the BOD are in order, shall review and determine whether to accept the audit, shall assure that any non-audit services performed by the auditing firm conform to standards for auditor independence and shall approve performance of non-audit services by the auditing firm. The committee shall present an update to the BOD on the financial affairs of the USU on at least an annual basis.
2. **Diversity & Inclusion.** The Diversity & Inclusion Committee shall increase Diversity and Inclusivity within the University Student Union at California State University,

Northridge. The committee also will provide the Board of Directors with student feedback, recommendations, and perform other tasks as requested by the USU BOD Chair.

3. Facilities and Commercial Services. The Facilities and Commercial Services Committee shall be responsible for recommending for approval all USU facility, reservations and event services and commercial services policies. The committee shall also be responsible for recommending changes regarding new commercial operations in the USU.
4. Finance Committee. The Finance Committee shall be responsible for recommending for approval all USU fiscal policies. The committee shall also be responsible for reviewing, analyzing and making recommendations for approval of the USU's financial statements, non-retirement plan investments, annual operating and capital outlay budget, long-term contracts, repair and replacement fund and the reserves of the USU.
5. Personnel Committee. The Personnel Committee shall be responsible for recommending for approval all USU personnel policies, as well as USU personnel employee handbooks. The committee shall also assist the Executive Director in the hiring of full-time regular staff members.
6. Retirement Plan Committee. The Retirement Plan Committee shall be responsible for recommending for approval all retirement plan-related policies. The committee shall be responsible for all administrative actions under the terms of the Plans and implementing actions approved by the BOD related to fiduciary responsibilities as required by law or contemplated in the USU's 401(a) and 403(b) Plan documents.
7. The Diversity & Inclusion, Facilities and Commercial Services, Finance, and Personnel committees shall be chaired by student Directors who shall be nominated by the BOD Chair and approved by the BOD.
8. The Diversity & Inclusion, Facilities and Commercial Services, Finance, and Personnel committees shall be co-chaired by student Directors who shall be nominated by the BOD Chair and approved by the BOD.
9. The chair of the Audit Committee shall be an independent community member preferably with accounting, auditing, or business experience approved by the BOD.
10. The chair of the Retirement Plan Committee shall be the Vice Chair.
11. No Director shall chair more than one standing committee.
12. The BOD Chair/designee shall serve as an ex-officio, non-voting member of all BOD standing committees.
13. The Executive Director/designee shall serve as an ex-officio, non-voting member of all BOD standing committees (with the exception of the Retirement Plan Committee, on which the Executive Director will be a voting Director).
14. Each Committee Chair, in consultation with the BOD Chair, shall appoint student members to the standing committees. Student members of the Audit Committee must be approved by the BOD.

15. Specific membership guidelines for each committee shall be defined in the operating guidelines of each committee. All student members of each standing committee shall receive a monthly scholarship as prescribed in the Fiscal Policy — Scholarships for Student Representatives Who Serve on the Board of Directors (BOD) and BOD Standing Committees.
16. All student Directors shall be in good standing in accordance with the Bylaws, Article 4, Section 4.04, Subsection 1.

ARTICLE 7. AD HOC COMMITTEES

Section 7.01. Each Ad Hoc committee shall be considered a special committee of the BOD.

Section 7.02. The BOD shall establish ad hoc committees which are deemed appropriate. The BOD Chair shall appoint the chair of each ad hoc committee as well as any ad hoc committee members.

ARTICLE 8. CONFLICT OF INTEREST

Each Director on the BOD shall comply with any conflict of interest policy adopted by the Corporation. In addition, no Director shall be financially interested in any contract or other transaction entered into by the Corporation in violation of the California Education or Corporations Codes.

ARTICLE 9. EXECUTIVE DIRECTOR

Section 9.01. Appointment of Executive Director. The Executive Director shall be appointed by the President of the University upon the recommendation of the BOD and the CSUN Vice President for Student Affairs.

Section 9.02. Responsibilities of Executive Director. The Executive Director has the responsibility for all USU operations and is administratively responsible to the CSUN Associate Vice President of Student Life. The Executive Director has the responsibility of implementing policies established by the BOD. All USU personnel shall be supervised by the Executive Director according to policies approved by the BOD.

ARTICLE 10. MEETINGS

Section 10.01. Annual BOD Orientation. Best efforts will be made to hold an orientation for all incoming and incumbent Directors prior to the Transition Ceremony.

Section 10.02. Attendance at Summer BOD Retreat. Student Directors are required to attend the summer BOD retreat.

Section 10.03. Annual Meeting. The annual meeting shall be held on the second working Monday prior to the Transition Ceremony. The meeting shall be held for the purpose of receiving the outgoing committee chair and officer year-end reports, elections for the BOD Chair and Vice

Chair, compiling candidates for committee chairs and members and for other BOD business that may arise.

Section 10.04. Meetings of the BOD. Any meeting may be called by the BOD Chair, the Vice Chair, or any six (6) of the voting Directors. Meetings of the BOD shall be held at any place within or outside California that has been designated by resolution of the BOD or in the notice of the meeting or, if not so designated, at the principal office of the Corporation as specified in these Bylaws.

Section 10.05. Notice of Meetings. Notice of a regular meeting shall be given to each Director no less than seven (7) days prior to the date of the meeting. Notice shall also be given to any individual or medium that has filed a written request for notice. Such written requests for notice shall be valid for one (1) year, unless renewed by written request. The notice shall state the time of the meeting, and the place. An agenda listing the matters to be considered at each meeting shall be included with this notice

Section 10.06. Special Meetings. Special meetings may be called by the BOD Chair or by the joint request of any six (6) voting Directors. Special meetings may be called in order to transact specific business of the Corporation prior to the next regular meeting, as is necessary, and within the provisions of this Section, on seven (7) days written notice by first-class mail, postage prepaid, or on at least twenty-four (24) hour notice delivered personally or by telephone or by U.S. mail, email, fax or other electronic means. The notice of any special meeting shall state the time of the meeting, and the place, and the business to be transacted. No other business shall be considered at such special meeting by the BOD. Notice of any special meeting need not be given to any Director who signs a waiver of notice of the meeting prior to or at the commencement of such meeting, waiving the lack of such notice to such Director. The waiver of notice of the meeting may be given by email, fax or other electronic means. All such waivers, consents, and approvals of minutes shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 10.07. Public Meetings. All meetings of the BOD shall be public except for executive sessions held to consider matters that may lawfully be considered in such sessions.

Section 10.08. Executive Sessions. The BOD or its committees may hold executive (closed) sessions to consider matters relating to litigation, collective bargaining, or the appointment, employment, evaluation of performance, or dismissal of an employee, or to hear complaints or charges brought against an employee by another person or employee, unless the employee requests a public hearing. For purposes of this section only, "employee" does not include any person elected or appointed to an office if the subject of the executive session is that election or appointment. The BOD or its committees may also hold an executive session to discuss investments where a public discussion could have a negative impact on the Corporation's financial situation. However, in such case a final decision by the BOD shall only be made during public session.

Section 10.09. Quorum. A quorum for a regular, special, or annual meeting shall consist of fifty (50) percent plus one (1) of the filled voting Director positions.

Section 10.010. Conduct of Meetings. All meetings of the BOD and its standing committees shall be conducted in accordance with these Bylaws, the procedures outlined in the

latest edition of Robert's Rules of Order and the requirements of California Education Code section 89920 et seq and Government Code section 5510 et seq.

Section 10.011. Meetings by Telephone. Any meeting may be held by conference telephone, through the Internet or by means of any other electronic communications equipment, as long as all Directors participating in the meeting can communicate with one another and any members of the public in attendance can communicate with all of the Directors. All such Directors participating in the meeting by telephone shall be deemed to be present in person at such meetings. Participation by telephone must be approved in advance by the Executive Director.

ARTICLE 11. REMOVAL

Section 11.01. Absences. A student, faculty/staff or alumni Director who has a total of three (3) absences from any annual, regular, special meeting, or retreat, in any year (commencing the date of the Transition Ceremony and ending the date of the successive Transition Ceremony) may be removed from the BOD by two-thirds (2/3) of the voting membership at a BOD annual, regular, or special meeting. The vacant position shall be filled pursuant to Article 4, Section 4.04.

Section 11.02. Failure to Fulfill Responsibilities. A student Director who fails to fulfill the responsibilities as outlined in the Student Director, BOD Responsibilities & Expectations statement may be removed from the BOD by two-thirds of the voting Directors at a BOD annual, regular or special meeting. The charge of failure to fulfill responsibilities must be presented by a Director of the BOD and investigated by the Executive Director prior to submitting the removal request to the BOD. The vacant position shall be filled pursuant to Article 4, Section 4.04, Subsection 1.

Section 11.03. Removal by Petition. Upon submission to the Executive Director of a petition requesting removal of a student Director(s), which is signed by ten percent (10%) of those students currently enrolled at CSUN and upon verification of those signatures by the Office of Admissions and Records of the University, the following procedures shall occur:

1. At the next regular meeting of the BOD, the BOD shall introduce a motion to remove the Director(s). This motion shall be voted on at a special meeting to be called within ten (10) working days by the Executive Secretary of the BOD. Such action shall require the approval of two-thirds (2/3) of the eligible voting BOD Directors. The Director(s) named on the petition is (are) not eligible to vote.
2. If the motion to remove fails, the BOD will pass a recommendation for the continuation of the Director(s). Its written recommendation, including the rationale of the USU shall be forwarded to the petition representative. If the petition representative is in disagreement with the recommendation, an appeal may be submitted to a committee consisting of the Vice President for Student Affairs/designee, Executive Director, and the BOD Chair for final determination.
3. If the motion to remove passes, the following shall occur:
 - a) The Director(s) shall be immediately removed from the BOD. The vacant seat(s) shall be filled pursuant to Article 4, Section 4.04, Subsection 1.

- b) The decision of the BOD may be appealed to a committee consisting of the Vice President for Student Affairs/designee, Executive Director, and the BOD Chair. The appeal must be submitted to the committee within five (5) working days following the rendering of the BOD's decision. The decision of the committees shall be announced within ten (10) working days, and this decision shall be final.

ARTICLE 12. INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall, to the maximum extent permitted by the California Nonprofit Corporation Law, or any other applicable law, indemnify each of its agents against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was an agent of the Corporation. For the purpose of this Article 12, "agent" of the Corporation includes any person who is or was a director, officer, employee or other agent of the Corporation; or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise; or was a director, officer, employee or agent of a predecessor corporation of the Corporation or another enterprise at the request of such predecessor corporation.

ARTICLE 13. STUDENT LEADERSHIP DEVELOPMENT

Section 13.01. The BOD may establish and evolve a Student Leadership Development Program for USU elected or appointed student Directors (Representatives): Board Chair, Vice Chair, Board Committee Chairs and Co-Chairs, at-large student representatives, and student representatives of the BOD standing committees. The Program may include scholarship support, subject to authorized funding; and applicable BOD policy and procedures.

Section 13.02. The Student Leadership Development Program and its support to participants are deemed to be consistent with the USU Articles of Incorporation and other provisions of these Bylaws, and may be given retroactive effect consistent with applicable law.

ARTICLE 14. AMENDMENTS

Amendments to these Bylaws may be made at any regular meeting of the BOD provided they have been submitted at a previous regular BOD meeting. Approval of such amendments requires the approval of two-thirds (2/3) of the filled director positions and confirmation by the University President.

Amended:

May 2, 1974

December 11, 1978

February 11, 1980

October 11, 1982

April 11, 1983

July 1, 1985

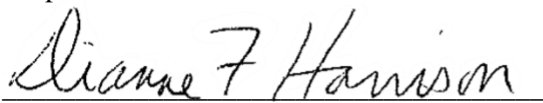
February 2, 1987

June 5, 1989

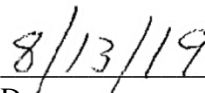
June 4, 1990

August 2, 1993
January 10, 1994
May 23, 1994
October 3, 1994
May 8, 1995
February 19, 1996
August 12, 1996
September 22, 1997
September 28, 1998
May 6, 2002
February 24, 2003
July 18, 2005
February 20, 2006
July 10, 2006
October 16, 2006
November 13, 2006
March 19, 2007
July 23, 2007
December 6, 2010
June 13, 2011
August 29, 2011
September 26, 2011
October 21, 2013
December 4, 2017
June 11, 2018
June 10, 2019

I have reviewed the revised bylaws and have determined that the stated changes appear consistent with the policies of the CSU Board of Trustees or CSU, Northridge.



President Dianne F. Harrison

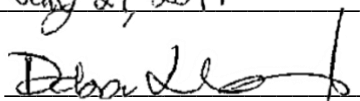


Date

**UNIVERSITY STUDENT UNION
OF
CALIFORNIA STATE UNIVERSITY, NORTHRIDGE
CERTIFICATE OF SECRETARY**

I, the undersigned, certify that I am the presently appointed and acting Secretary of UNIVERSITY STUDENT UNION OF CALIFORNIA STATE UNIVERSITY, NORTHRIDGE and that the attached Bylaws of this Corporation consisting of thirteen (13) pages are as amended and approved by the Board of Directors on June 10, 2019.

Dated: July 24, 2019

Signed: 

Debra L. Hammond
Secretary