

**University Union Operation of
California State University, Sacramento, Inc.**

BYLAWS

ARTICLE I

BOARD OF DIRECTORS

Section 1 The Corporate powers, business and affairs of this Corporation hereinafter known as Union WELL Inc. shall be exercised, conducted, and controlled by a Board of Directors who shall be known as Board Members. The Board of Directors shall be composed of thirteen (13) persons, designated, or appointed for terms of office. All non-board appointments to the Corporation Board of Directors shall be made by the President, California State University, Sacramento. Board appointed members shall be selected from nominees provided by the appropriate group.

Board Member	Term	Selection Method
President or designee	Continuous	Appointed by President
Chief Financial Officer or designee	Continuous	Appointed by President
Chief Student Affairs Officer or designee	Continuous	Appointed by President
Student-at-Large (2)	One Year	Appointed by President
Two (2) University Union Advisory Group Members	One Year	Appointed by Board
Two (2) WELL Advisory Group Members	One Year	Appointed by Board
ASI Student Representative	One Year	Appointed by President
Faculty Representative	Two Years	Appointed by Faculty Senate
Alumni Representative	Two Years	Appointed by the Alumni Assoc.
AVP and Dean of Students	Continuous	Appointed by President

All members shall be eligible for or re-appointment. The Student-at-Large members of the Board of Directors shall be selected through an application process during the spring semester, and will serve a one (1) year term. Terms begin on the day following the last day of the spring semester of the academic year in which the member is elected, and shall end on the last day of the spring semester of the following academic year. The ASI student representative and the Advisory Group student representatives shall all serve for a term of one (1) year from the date of their appointment and/or until a successor appointment or re-appointment is made. The ASI student representative and Student-at-Large representatives shall be recommended by ASI and the Union WELL Inc. Board of Directors, respectively, and appointed by the University President. Faculty and Alumni representatives on the Board of Directors shall serve for a term of two (2) years from the date of their appointment and/or until a successor appointment or re-appointment is made.

¹Currently Section 89925

Section 2 Vacancies in appointed positions shall be filled by formal appointment letter made by the President, Sacramento State, or from the original appointing body.

A vacancy in the Student-at-Large positions will be filled by appointment made by the President, Sacramento State, from Sacramento State students recommended by the Board of Directors who meet the following eligibility criteria for candidacy for the position:

- Completion of at least 6 undergraduate units or 3 graduate units.
- Must be a currently enrolled, Sac State student registered for at least 6 undergraduate units or 3 graduate units.
- Must have, and maintain, at least a 2.5 semester GPA in classes taken at Sacramento State.
- Must not be on academic probation.
- Must not be an employee of either the University Union or The WELL.

An Interim appointee's term on the Union WELL Inc. Board of Directors shall then run until the last day of the spring semester of the academic year in which appointed. A new student representative shall be selected for a one year term to commence at the expiration of the appointee's term as provided in Section 1, above. Nothing shall prohibit an interim appointee, who continues to meet all eligibility criteria, from applying for a full one year term to commence after expiration of the interim appointed term.

When a faculty or student member terminates their association with Sacramento State, their position on this Board shall be declared vacant. When a Student-at-Large member is absent from two or more consecutive regularly scheduled meetings of the Board, then, by majority vote, the Board may declare that position vacant. When other appointed members of the Board are absent from two or more consecutive regularly scheduled meetings of the Union WELL Inc. Board, the Board by majority vote may request the designating or appointing authority to provide a successor appointee or designee to complete the absent members' term.

Section 3 The Union WELL Inc. Board members shall serve without compensation.

Section 4 Regular meetings of the Board of Directors shall be held at least once each quarter of each year. The location shall be the University Union at Sacramento State; 6000 J Street; Sacramento, California unless otherwise noted in the board agenda.

Section 5 Notice of the time, place, and agenda for all regular and special meetings shall be emailed, mailed, or personally delivered to each member and to those other persons or media who have made written request for such notification. Written notification shall be emailed, mailed or personally delivered to each person or medium at his/her last known place of business or residence and shall be delivered not less than seven (7) days prior to the date of each regular meeting, or twenty-four (24) hours prior to special meetings. In addition, such notification of regular meetings shall be posted for not less than seven (7) days in advance of each meeting and for special meetings not less than twenty-four (24) hours in advance of such meetings. No action on any item of business shall be taken until the agenda noting that item of business has been posted for the appropriate period herein described.

Section 6 Special meetings, as defined in the California Education Code², may be called by the Chairperson or by request of four (4) members of the Board, and may be held with less than seven (7) days' notice when such meetings are necessary to discuss emergency business, providing that the written notice of the meeting shall be delivered not less than twenty-four (24) hours prior to the meeting, and shall state the time and place of the meeting and items of business to be transacted. The considerations of the Board at that meeting shall be limited to those listed emergency items of business. Notification shall be given as noted in Section 5, above, and additionally shall be given to any medium or other party to be directly affected by that meeting.

²Currently Section 89922

Section 7 All meetings of the Board shall be open to members of the public and shall be held in compliance with the sections of the California Education Code known as the Open Meeting Law,³ except that closed sections to discuss personnel or other allowed matters may be held pursuant to the code.⁴

Section 8 Each Board Member shall file with the office of the Union WELL Inc. Executive Director,

an address, (street or email) to which all notices may be directed until a notice of change of address has been given to the office of the Union WELL Inc. Executive Director in writing.

ARTICLE II

QUORUM

At all meetings of the Union WELL Inc. Board, a majority of the Board of Directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Board members present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or these Bylaws.

For the purpose of determining a quorum, "Board Membership or Majority of the Board of Directors," the Board membership of thirteen (13) shall be reduced by the number of any positions vacant at the time of such determination.

ARTICLE III

EXECUTIVE COMMITTEE

The Board of Directors may create an Executive Committee comprised of the three (3) Board officers to act when the Board is not in session. Such an Executive Committee shall be vested with all the powers of the Board of Directors, which may be conferred upon it by resolution or bylaws. No less than one student must be a member of the Executive Committee. If an officer is unable to participate on the Executive Committee for any period of time during their term, the Chief Student Affairs Officer or designee shall serve in their place. Any meetings of such an Executive Committee shall be governed by the Notification and Public Meeting Requirements of the Education Code and as noted for the full Board meetings in Article I, Sections 4 through 8 of these Bylaws.

³Current Sections 89920-89928

⁴Currently Section 89923

ARTICLE IV

OFFICERS

Section 1

- (a) The officers of this Corporation shall be a Chairperson, a Vice-Chairperson and a Secretary-Treasurer. Each position will be held by a student member of the Board of Directors.
- (b) The Chairperson's term of office shall be one (1) year, effective the June 1, or until a new Chairperson is appointed. Only student members of the Board planning to continue serving on the Board during the following academic year are eligible to become Chairperson. The nomination process shall take place prior to the final regular academic year meeting of the Board of Directors, at which time nominees will be able to speak to their nomination and then the board will vote to elect a Chairperson from the names submitted. If only one nomination comes forward, then that person will be appointed Chairperson based on a majority vote of the Board. The name of the incoming Chairperson will then be submitted to the President for the formal appointment.
- (c) The Vice-Chairperson and Secretary-Treasurer's terms shall be one (1) year, effective from the September regular meeting and/or until their successor is elected or appointed. All Board members wishing to nominate another Board member or self-nominate for either position, may do so at the September regular meeting, at which time the Board will vote to elect both positions.
- (d) Vacancies in all officer positions shall be filled in the same manner as the position was originally filled but only for the unexpired term of the office vacated.

Section 2 The Trustees and officers of the Corporation shall serve without compensation.

Section 3 The Chairperson, Vice-Chairperson, and Secretary-Treasurer shall have the authority to and shall discharge the duties ordinarily conferred upon, and discharged by the President, Vice President, and Secretary -Treasurer of a corporation until such time as the Board shall limit, enlarge, or otherwise prescribe the authority and duties of the officers.

ARTICLE V

MEMBERS

The members of the Board of Directors shall constitute the members of the Corporation.

ARTICLE VI

PURPOSES AND RESPONSIBILITIES

Section 1 This Board shall develop policy for and act as the guiding force behind all aspects of the Union WELL Inc. Its purposes and responsibilities shall be to arrange for and operate buildings, facilities, programs, personnel, budgetary, and financial matters of Union WELL Inc. in a manner consonant with the interest and needs of students of the University and of the campus community and in keeping with the policies set forth by the Trustees of the California State University and by California State University, Sacramento.

All policy action taken by this Board shall be conveyed to the President or their designee. The President or their designee, shall either approve and direct the policy to the Board for implementation or return it to the Board as soon as feasible for alternative action.

Section 2 In order to carry out and achieve the foregoing purpose, the Corporation may:

- (a) Act as trustee under any trust created to furnish funds for any of the purposes for which this Corporation is formed and receive, hold, administer, lend, and expend funds and property subject to such trust;
- (b) Make contracts;
- (c) Solicit, collect, receive, acquire, use, develop, expend, grant, hold, invest, and lend money and property, both real and personal, received by gift, contribution, bequest, devise or otherwise;
- (d) Sell and convert property, both real and personal, into cash;
- (e) Use the funds of this Corporation and the proceeds, income, rents, issues, and profits derived from any property of this Corporation for any of the purposes for which this Corporation is formed;
- (f) Purchase or otherwise acquire, own, hold, sell, assign, transfer, or otherwise dispose of, mortgage, pledge or otherwise hypothecate or encumber and deal in with shares, bonds, notes, debentures or other securities or evidences of indebtedness of any person, firm, corporation or association and, while the owner or holder thereof, exercise all rights, powers and privileges of ownership.

- (g) Purchase or otherwise acquire, hold, own, use, develop, sell, exchange, assign, convey, lease or otherwise dispose of and mortgage or hypothecate or encumber real and personal property;
- (h) Borrow money, incur indebtedness, and secure the repayment of the same by mortgage, pledge, deed of trust, or other hypothecation of property, both real or personal;
- (i) Act as principal, agent, joint venturer, partner or in other capacities;
- (j) Carry into effect any one or more of the objects and purposes hereinabove set forth and to that end to any one or more of the acts and things aforesaid, and otherwise any and all acts or things necessary where incidental thereto; and,
- (k) In conducting or carrying on its activities, and for the purpose of promoting and furthering any one or more of its said objects or purposes, to exercise any or all of the powers hereinabove set forth in this Article and any other additional power now or hereinafter authorized by law, either alone or in conjunction with others, as principal, agent, or otherwise provided, however, that this Corporation shall not have the power to support or oppose any candidate for public office, whether partisan or not, or to support or oppose any issue before the voter of this state or any subdivision thereof or any city, municipality, or local governmental entity of any kind except as may be permitted by Section 42659.1 of Article 4, Subchapter 6 or Part V of Title 5 of the California Administrative Code.

Section 3 The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause, except where otherwise expressed, shall be in no way limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers.

Section 4 This Corporation shall not make personal loans.

Section 5 This Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

Section 6 Notwithstanding any of the above statements of purposes and powers, this Corporation shall not engage in activities which in themselves are not in furtherance of the charitable and educational purposes set forth in paragraph I of this Article III.

ARTICLE VII

DELEGATION OF AUTHORITY

There shall be a Union WELL Inc. Executive Director who shall be appointed by the President, Sacramento State, upon the recommendation of the Board and the Vice President for Student Affairs. The Executive Director in this position is administratively responsible to the Board and Vice President for Student Affairs for all services, programs, and fiscal matters pertaining to Union WELL Inc. The Union WELL Inc. Executive Director is responsible for the development and operation of Union WELL Inc. Specifically, they have responsibility for educational, social and recreational programs; commercial activities and lease agreements; desk operations; scheduling and reservations; building maintenance; Administrative operations; accounting and financing; personnel; security; publicity and public relations; and all other matters related to Union WELL Inc. operations. This position also serves as part of the senior leadership team for the Division of Student Affairs.

University Union and the WELL functions or activities must conform and be limited to only

those authorized by the CSU Trustees in the executed written operating agreement.

Executive Director Search, Appointment and Termination:

Open Meeting Act, Section 89307, The Union WELL Inc. Board of Directors would go into Closed Session to discuss an action of hiring or terminating the Executive Director.

1. The Executive Director reports to the Board and is supervised by the Board Chairperson, on behalf of the Board, in consultation with the Vice President for Student Affairs, on behalf of the President.
2. University Enterprises, Inc. (UEI) is the employer of record for all Union WELL Inc. staff, and as such, personnel actions (hiring, termination, and disciplinary proceedings) regarding the Union WELL Inc. Executive Director must follow the HR policies and procedures of UEI. All such personnel actions are then subject to final approval by the UEI Executive Director.
3. In the event of a vacancy in the Executive Director position, the Board, or Executive Committee, along with the Vice President for Student Affairs, shall convene a Special Meeting to decide on an interim management plan including the appointment of an interim Executive Director who shall be responsible for carrying out the duties and responsibilities of the Executive Director position. This plan will then be reviewed and approved by UEI. A search process shall commence as follows:
 - (a) Under the direction of University Enterprises, Inc. Human Resources Department (UEI HR) in consultation with the Board Chair and the Vice President for Student Affairs, a search committee representing various Union WELL stakeholders shall be convened. This search committee will be required to include student representation.
 - (b) UEI HR will develop a timeline for the search process and will administer that process in accordance with their hiring policies.
 - (c) At the conclusion of the UEI search process, the search committee will present their recommendation to the Board Chair and the Vice President for Student Affairs, who will then forward that recommendation to the President. Upon the President's approval, UEI HR will make a formal offer to the candidate.

Executive Director Evaluation:

The position of the Executive Director shall be evaluated annually by no later than June 1. The evaluation shall be completed by the Board Chair in consultation with the Vice President for Student Affairs. A written copy of the evaluation will be placed in the Executive Director's personnel file with UEI HR. The Executive Director (or designee) will be responsible for all other annual evaluations for Union Well Inc. staff.

Executive Director Compensation Review:

Each year, the Board Chair and Vice President for Student Affairs will review opportunities for compensation increases for the Executive Director. The Executive Director will be responsible for review and decision of annual compensation adjustments for all other Union WELL Inc. staff.

The Executive Director has full responsibility for the financial operations of and for maintaining the financial procedures of Union WELL Inc. in accordance with University and Chancellor's Office procedures. The Union WELL Inc. Executive Director is the designated appointee of the Union WELL Inc. Board of Directors and of the elected representative of the student body for purposes of claim schedule submission. In the absence of the Union WELL Inc. Executive Director and when so indicated by the Union WELL Inc. Executive Director, the of the University Union, the Director of The WELL, the Director of Facilities and I.T. and/or the Director of Financial Services is the designated appointee for purposes of delegated responsibilities and claim schedule submission.

The Union WELL Inc. Executive Director has the responsibility of implementing those policies and procedures as established by the Board.

ARTICLE VIII

These Bylaws may be amended at any meeting of the Board by an affirmative vote of (2/3) two thirds of the membership of the Board. Notice of all proposed amendments shall be given to each member in the manner prescribed by the notice of meetings in Article I.

I hereby certify that the above Bylaws are as adopted by the Board of Directors of Union WELL Inc. at a regular meeting held at Sacramento, California on January 30, 1975 and as further amended by Resolutions 75-15, 75-16, 75-17, 76-1, 76-5, 83-2, 85-1, 85-3, 88-1 (revised) and 91-1 which were adopted by the Board on May 8, 1975, September 30, 1976, February 17, 1977, December 16, 1982, September 17, 1984, March 15, 1985, May 11, 1988, December 7, 1990, March 14, 2001, March 18, 2009, February 15, 2012, November 18, 2015, September 13, 2017, December 5, 2018, and amended by Resolution 20-01 on March 11, 2020 at a regular meeting held at Sacramento, California.

Date 3/12/2020

Signed 