

**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 eleven (11) persons, designated, elected or appointed for terms of office as follows:

- |  |            |
|--|------------|
| 1. President, California State University, Sacramento Hereinafter known as Sacramento State, or designee | Continuous |
| 2. Chief Fiscal Officer, Sacramento State, or designee   | Continuous |
| 3. Chief Student Affairs Officer, Sacramento State, or designee  | Continuous |
| 4. Elected Student   | Two Years  |
| 5. Board Appointed Student, UU Advisory Group  | One year   |
| 6. Board-appointed Student, UU Advisory Group  | One Year   |
| 7. Board-appointed Student, WELL Advisory Group  | One Year   |
| 8. Board-appointed Student, WELL Advisory Group  | One Year   |
| 9. ASI Representative  | One Year   |
| 10. Faculty Representative   | Two Years  |
| 11. Alumni Representative  | Two Years  |

All elected and/or appointed members shall be eligible for re-election or re-appointment. The elected student member of the Board of Directors shall be elected at a spring general student body election for a two (2) year term, beginning on the day following the last day of the spring semester of the academic year in which elected and ending on the last day of the spring semester of the second following academic year. Such election shall be conducted by the student body (ASI) in compliance with all applicable election and corporate codes and with the Education Code Open Meeting Law<sup>1</sup> requirements. Board-appointed students and the ASI Representative shall 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. 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.

<sup>1</sup>Currently Section 89925

All appointments to the Corporation Board of Directors shall be made by the President, Sacramento State.

**Section 2** Vacancies in appointed positions shall be filled by appointment made by the President, Sacramento State, from among a minimum of two (2) names forwarded to the President, Sacramento State from the original nominating body.

A Vacancy in the elected student position will be filled by appointment made by the President, Sacramento State, from among a minimum of two (2) Sacramento State students recommended by the Board of

Directors who meet the qualifications and criteria for candidacy and membership for the position. 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, and a new student representative shall be elected for a two year term to commence at the expiration of the appointee's term as provided in Section 1, above. Provided that nothing shall prohibit an interim appointee from running for election for a full two year term to commence after expiration of the interim appointed term.

When a faculty or student member terminates his/her association with Sacramento State, his/her position on this Board shall be declared vacant. When an alumni member terminates his/her membership in the Alumni Association, his/her position on this Board of Directors shall be declared vacant. When an elected member of the Union WELL Inc. Board 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 an appointed or designated member of the Board is 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, Sacramento State; 6000 J Street; Sacramento, California.

**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 Code<sup>2</sup>, 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.

<sup>2</sup>Currently 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,<sup>3</sup> except that closed sections to discuss personnel or other allowed matters may be held pursuant to the code.<sup>4</sup>

**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 eleven (11) 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 of the Officers to act when the Board is not in session. Such a three (3) member 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. 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. Prior to election of Executive Committee members, notification of intent to conduct such an election shall be included as part of an announced agenda of business items by the Board. Opportunity for presentation of issues, candidate information, and sample ballots as requested shall be given to members during the meeting and prior to the election vote.

<sup>3</sup>Current Sections 89920-89928

<sup>4</sup>Currently Section 89923

## ARTICLE IV

### OFFICERS

**Section 1** The officers of this Corporation shall be a Chairperson, a Vice-Chairperson and a Secretary-Treasurer. The Chairperson's term of office shall be one (1) year, effective the June 1 after the general election, or until a new Chairperson is appointed. The nominations process shall be held at the May regular meeting of the Board of Directors (and/or if not completed at that regular meeting, then at a subsequent special meeting prior to the end of May) where the Board shall nominate from their own membership, two (2) nominees, to be submitted to the President, Sacramento State, for the appointment of a Chairperson, whom shall be appointed by the President, Sacramento State, from among those nominated.

The Vice-Chairperson and Secretary-Treasurer shall be directly elected by the Board of Directors from their own membership. All members wishing to place election information on issues, candidates, or sample ballots before the Board, shall be given the opportunity to do so during the meeting and prior to the election. Each officer shall serve for the term of one (1) year effective October 15 and/or until his/her successor is elected or appointed and qualified. Vacancies in 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, Sacramento State, or his designee. The President, Sacramento State, or his 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 Chief Student Affairs Officer. The Executive Director in this position is administratively responsible to the Chief Student Affairs Officer 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, s/he has responsibility for food service; educational, social and recreational programs; commercial activities; the information desk; scheduling and reservations; building maintenance; office operations; accounting and financing; personnel; security; publicity and public relations; and all other matters related to Union WELL Inc. operations.

***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.***

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

#### AMENDMENTS

These Bylaws may be amended at any meeting of the Board of Directors 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 and amended by Resolution 17-01 on September 13, 2017 at a regular meeting held at Sacramento, California.

Date 09/22/2017

Signed Alyssa Trejo