

September 2008

Sac State University Union Board Member:

Congratulations on becoming a member of the University Union Board of Directors for 2008-2009. It is going to be an exciting year. There will be a great deal to accomplish and the new board will have an opportunity to determine new directions and projects for the University Union. For example the continuing development of the Recreation/ Wellness Center including ground breaking, the next expansion of the Union, new vision, mission and goals for the corporation are all critical issues facing the Union this year. Other issues that will be considered this year include policy revisions, security of the Union/equipment, and disaster preparedness.

To help you get started, a manual has been developed for your orientation and training. For the first time ever, the manual is in an electronic format on the Union USB Drive and also on the Union Board of Directors Web Site <http://www.csus.edu/union/bod/> . It contains information about the University Union, the Strategic Plan for 2008-2009, and the Union's organization chart. There is also information regarding responsibilities and obligations of CSUS University Union Board members. Please take the time to be familiar with all of the information contained there. It will be an asset to your success as a new board member.

Again, welcome to the University Union Board of Directors and we are looking forward to working closely with you in meeting the needs of the Sac State campus community.

Very truly yours,

Meredith Dinnie  
Chair, Board of Directors

Leslie Davis  
Executive Director, University Union

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## WHAT DOES IT MEAN TO BE A UNIVERSITY UNION BOARD MEMBER?

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When a person agrees to serve on the University Union Board of Directors or any nonprofit corporation (s)he agrees to certain standards of behavior that will assure the well-being, the preservation and the protection of the organization. These standards of behavior are called fiduciary duties or fiduciary responsibilities. Failure to conform to or abide by these legal duties and responsibilities may place the board member at potential personal liability if the corporation suffers, or is damaged, as a result of that failure.

Board effectiveness originates in a commitment from all board members to establish 'excellence' as the standard of performance. Achieving this standard means that the board will do whatever it takes to add true value to the organization's decision-making process, make hard decisions in a timely manner and support forward action. It will involve key stakeholders in the decision-making process and then hold all participants in the process accountable for achieving agreed upon outcomes.

To maintain excellence, the board needs to periodically evaluate its performance and always have a current action plan to further board development, personally, programmatically and organizationally.

The central responsibilities of Union Board members are to ensure that the organization accomplishes its mission and remain financially viable. Success requires that the participating members focus on developing and implementing broad-based organizational policies, such as the organization's strategic agenda, operating budgets and long-range financial plan. Additionally, they must monitor the organization's performance and direct corrective actions when necessary.

In considering this description of the board's focus, note that its objectives and activities should not include micro-managing operations. This practice not only diverts the board's attention from its primary responsibilities, but also undercuts management's ability to lead. Symptoms of inappropriate involvement in operations include: a large number of board committees; meeting agendas that focus on line item budgets; high visibility of board members within the organization, including direct intervention in organizational problems; and numerous telephone calls to the executive office. The responsibility for managing the boundaries between policy and operations rests primarily with the chairperson of the board but is shared by all board members.

## RESPONSIBILITIES OF A BOARD MEMBER

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Board members may have specific responsibilities that are unique to the business or industry in which they perform. The Board of Directors will also have a variety of responsibilities that are defined in the Bylaws of the Organization and in numerous Federal and State statutes and regulations.

Every board shares a set of general responsibilities that board members should be prepared to assume when they serve. The following checklist may be helpful to consider when the board conducts its self-assessment.

- **Attendance:** Board members agree to attend all board meetings and participate in some committee work.
- **Mission:** Board members agree to collaboratively define the mission and participate in strategic planning to review the University Union's purposes, priorities, financial standing, and goals.
- **University Union Director:** Board members, through the University, must be prepared to approve the selection, compensation, and to assure, through CSUS, the regular evaluation of the Director's performance.
- **Finances:** Board Members must assure financial responsibility by:
  - Approving the annual budget and overseeing adherence to it.
  - Contracting for an independent audit.
  - Controlling the investment policies and management of capital or reserve funds.
- **Planning oversight and support:** Directors agree to oversee and evaluate strategic business and program plans. Support management in carrying out those plans.
- **Board and program effectiveness:** Directors must evaluate how well the board is performing and maintain an effective organization, procedures and recruitment.

The California Corporation Code governs directors Obligations and Liabilities as Board Members. This code outlines General Responsibility of the Board, Director's Liability to the Corporation, Transactions between the Corporation and the Board, Indemnification of Directors, etc. If you have any questions, please see the Director of the Union for a full copy of the code.

## What Makes You a Successful Board Member?

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- You are honest
- You are sensitive
- You are tolerant of differing views
- You are enthusiastic
- You keep an open mind
- You are a team player
- You tackle complex problems with relish
- You take an orderly approach to decision making
- You are willing to accept and actively support decisions democratically made
- You are competent
- You have the courage to state your views on important issues
- You have a sense of humor

## Personality traits in "PROBLEM" Board Members May Include:

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- Obsession with a single issue.
- Always taking the "contrarian" view--just for show.
- Expounding on strongly held opinions that are rarely backed up by fact or research.
- "Board hopping" - or sitting on many boards, but serving none well.

"Welcome to the Board," @1995, Jossey-Bass Inc. Publishers

## BUILDING TRUST

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Trust is critical, particularly with today's emphasis on team management. It is also the foundation for good relationships. Friendships, families, organizations and Boards need trust to operate effectively. When people trust each other, everything works better. But trust doesn't come automatically. Trust must be earned.

Some people build trust quickly. Their attitudes and behaviors make it easy for others to trust them. Here are several characteristics of these strong trust builders:

- Keep promises, whether to clients, colleagues, or children. You can rely on them to do what they said they would do.
  - Tell the truth, even when it may be painful, or when it may be to your disadvantage.
  - Be quick to apologize when you've done something wrong. Sincerely regret doing wrong to others.
  - Be a good listener, and listen at least as much as you talk.
  - Generously praise people. Constantly look for what others do right, and comment on it.
  - Willingly cooperate with colleagues. Be more interested in achieving good results than in who will get the credit.
  - Strive to understand how others feel. Be sensitive and empathic to other's feelings.
  - Look out for other people's interests as well as your own.
  - Be fair in your dealings with everyone.
  - Clarify your intentions so others will understand your actions.
  - Seek input on issues from the people who will be affected by your decisions or actions.
  - Genuinely be interested in other people. Strong trust builders have a high relationship orientation. Really care about others. Actively practice the Golden Rule, treat others the way you want to be treated.
- **Observation:** When you demonstrate these attitudes and behaviors people just naturally trust you more. They trust you faster, too. They enjoy knowing, working, or living with you.

**BOARD AND STAFF RESPONSIBILITIES****PLANNING:**

<b>Activity</b>	<b>Responsibility</b>
Direct the process of planning	Staff
Provide input to long range goals	Joint
Approve long range goals	Board
Formulate annual objectives	Staff
Approve annual objectives	Board
Prepare performance reports on achievement of goals and objectives	Staff
Monitor achievement of goals and objectives	Joint
Assessment	Staff

**PROGRAMMING:**

<b>Activity</b>	<b>Responsibility</b>
Assess stakeholder (customers, community) needs	Staff
Train volunteer leaders (Committee members and Board Members)	Staff
Oversee evaluation of products, services and programs	Board
Maintain program records; prepare program reports	Staff
Prepare preliminary budget	Staff
Finalize and approve budget	Board
See that expenditures are within budget during the year	Staff
Approve expenditures outside authorized budget	Board
Insure annual audit of organization accounts	Board

## Board and Staff Responsibilities

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### **PERSONNEL:**

<b>Activity</b>	<b>Responsibility</b>
Employ the Director	CSUS
Direct work of the staff	Staff
Hire and discharge staff member	Staff
Decision to add staff	Staff/Board
Settle discord among staff	Staff

### **COMMUNITY RELATIONS:**

<b>Activity</b>	<b>Responsibility</b>
Interpret organization to community	Staff/Board
Provide organization linkage with other organizations	Joint

### **BOARD COMMITTEES:**

<b>Activity</b>	<b>Responsibility</b>
Appoint committee members	Board
Call Committee Chair to urge him/her into action	Board
Promote attendance at Board/Committee meetings	Joint
Recruit new Board members	Board
Plan agenda for Board meetings	Joint
Take minutes at Board meetings	Joint
Plan and propose committee organization	Joint
Prepare exhibits, material and proposals for Board and Committees	Staff
Sign legal documents	Joint
Follow-up to insure implementation of Board and Committee decisions	Staff
Settle clash between Committees	Board



## **WHAT IS CONFLICT OF INTEREST?**

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Conflict of interest is difficult to define, yet many people think they know it when they see it. The legal definition of conflict of interest, usually set out in state laws governing nonprofit corporations, is very specific and covers relatively few situations. Most conflicts fall into a gray area where ethics and public perception are more relevant than statutes or precedents.

Conflict of interest arises whenever the personal or professional interests of a board member are potentially at odds with the best interests of the University Union. Such conflicts are common: A board member performs professional services for an organization, or proposes that a relative or friend be considered for a staff position. Such transactions are perfectly acceptable if they benefit the organization and if the board made the decisions in an objective and informed manner. Even if they do not meet these standards, such transactions are usually not illegal. They are, however, vulnerable to legal challenges and public misunderstanding.

Loss of public confidence and a damaged reputation are the most likely results of a poorly managed conflict of interest. Because public confidence is important to most organizations, boards should take steps to avoid even the appearance of impropriety.

## **HOW DO WE SAFEGUARD AGAINST CONFLICT OF INTEREST?**

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When the personal or professional concerns of a board member or a staff member affect his or her ability to put the welfare of the organization before personal benefit, conflict of interest exists. University Union board members are likely to be affiliated with many organizations on campus, both on a professional, academic and a personal basis, so it is not unusual for actual or potential conflict of interest to arise.

### **Why must we be concerned about conflict of interest?**

Board service in the academic and nonprofit sector carries with it important ethical obligations. The University Union was developed to serve the broad public and campus good, and when board members fail to exercise reasonable care in their oversight of the Union they are not living up to their public trust. In addition, board members have a legal responsibility to assure the prudent management of an organization's resources. In fact, they may be held liable for the organization's actions. A 1974 court decision known as the "Sibley Hospital case" set a precedent by confirming that board members can be held legally liable for conflict of interest because it constitutes a breach of their fiduciary responsibility.

## CONFLICT OF INTEREST POLICY

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The University Union Board of Directors is governed by the California Corporation Code Sections 5230, 5231, 5232, 5233, 5234, 5237 and 5239. The California State Attorney General has a 10-year time limit within which to file an action regarding violations of the aforementioned sections. A full document is available in the office of the Director of the University Union.

### THE BASICS:

1. FULL DISCLOSURE.  
Board members and staff members in decision-making roles should make known their connections with groups doing business with the organization. This information should be provided annually.
2. BOARD MEMBER ABSTENTION FROM DISCUSSION AND VOTING.  
Board members who have an actual or potential conflict of interest should not participate in discussions or vote on matters affecting transactions between the organization and the other group.
3. TIMING OF DISCLOSURE: All potential conflicts must be disclosed when they occur so that board members who are voting on a decision are aware that another member's interests are being affected.
4. STAFF MEMBER ABSTENTION FROM DECISION-MAKING.  
Staff members who have an actual or potential conflict should not be substantively involved in decision-making affecting such transactions.

### Special Note

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Each Board member will be asked to complete a conflict of interest form at the start of each academic year. If there are any changes that need to be addressed during the year, Board members are obligated to disclose that information and revise their conflict of interest form.

October 20, 1990

FROM: John W. Francis  
Legal Counsel

SUBJECT: Duties and Liabilities of Directors

The California Nonprofit Corporation Law provides precise guidance to directors and officers of nonprofit corporations on their duties and their liabilities that can flow from a failure to exercise those duties properly. First, there is Section 5047.5 that reads as follows:

- (a) The Legislature finds and declares that the services of directors and officers of nonprofit corporations who serve without compensation are critical to the efficient conduct and management of the public service and charitable affairs of the people of California. The willingness of volunteers to offer their services has been deterred by a perception that their personal assets are at risk for these activities. The unavailability and unaffordability of appropriate liability insurance makes it difficult for these corporations to protect the personal assets of their volunteer decision makers with adequate insurance. It is the public policy of this state to provide incentive and protection to the individuals who perform these important functions.
- (b) Except as provided in this section, no cause of action for monetary damages shall arise against any person serving without compensation as a director or officer of a nonprofit corporation subject to Part 2 (commencing with Section 5110), \*\*\* of this division on account of any negligent act or omission occurring (1) within the scope of that person's duties as a director acting as a board member, or within the scope of that person's duties as an officer acting in an official capacity; (2) in good faith; (3) in a manner that the person believes to be in the best interest of the corporation; and (4) is in the exercise of his or her policymaking judgment.
- (c) This section shall not limit the liability of a director or officer for any of the following:
  - (1) Self-dealing transactions, as described in Sections 5233. \*
  - (2) Conflicts of interest.
- a. -----
  - i. Section 5233 covers conflict of interest and other so-called "self-dealing" by directors with interests in contracts or other transactions entered into by the board of directors.
  - (3) Actions described in Sections 5237. \*\*
  - (4) In the case of a charitable trust, an action or proceeding against a trustee brought by a beneficiary of that trust.
  - (5) Any action or proceeding brought by the Attorney General.
  - (6) Intentional, wanton, or reckless acts, gross negligence, or an action based on fraud, oppression, or malice.
  - (7) Any action brought under Chapter 2 (commencing with Section 16700) of Part 2 of Division 7 of the Business and Professions Code.
- (d) This section only applies to nonprofit corporations organized to provide religious, charitable, literary, educational, scientific, social, or other forms of public service that are exempt from federal income taxation under Section 501(c)(3) or 501(c)(6) of the Internal Revenue Code.

- (e) This section applies only if the nonprofit corporation maintains a general liability insurance policy with an amount of coverage of at least the following amounts:
  - (1) If the corporation's annual budget is less than fifty thousand dollars (\$50,000), the minimum required amount is five hundred thousand dollars (\$500,000).
  - (2) If the corporation's annual budget equals or exceeds fifty thousand dollars (\$50,000), the minimum required amount is one million dollars (\$1,000,000).
  - (3) This section applies only if the claim against the director or officer may also be made directly against the corporation and a general liability insurance policy is in force both at the time of injury and at the time the claim against the corporation is made, so that a policy is applicable to the claim. If a general liability policy is found to cover the damages caused by the director or officer, no cause of action as provided in this section shall be maintained against the director or officer.
- (f) For the purpose of this section, the payment of actual expenses incurred in attending meetings or otherwise in the execution of the duties of a director or officer shall not constitute compensation.
- (g) Nothing in this section shall be construed to limit the liability of a nonprofit corporation for any negligent act or omission of a director, officer, employee, agent, or servant occurring within the scope of his or her duties.

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 \*\* Section 5237 relates to making improper loans or other distributions of corporate assets.

- (h) This section does not apply to any corporation that unlawfully restricts membership, services, or benefits conferred on the basis of race, religious creed, color, national origin, ancestry, sex, marital status, sexual orientation, disability, political affiliation, or age.
- (i) This section does not apply to any volunteer director or officer who receives compensation from the corporation in any other capacity, including, but not limited to, as an employee.
- (j) This section shall remain in effect only until January 1, 1992, and as of that date is repealed, unless a later enacted statute, which is enacted before January 1, 1992 deletes or extends that date.

Then Section 5231 adds this:

- (a) A director shall perform the duties of a director, including duties as a member of any committee of the board upon which the director may serve, in good faith, in a manner such director believes to be in the best interest of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.
- (b) In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:
  - (1) One or more officers or employees of the corporation whom the director believes to be reliable and competent in the matters presented;
  - (2) Counsel, independent accountants or other persons as to matters which the director believes to be within such person's professional or expert competence; or

- (3) A committee of the board upon which the director does not serve, as to matters within its designated authority, which committee the director believes to merit confidence, so long as, in any such case, the director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that could cause such reliance to be unwarranted.
- (c) Except as provided in Section 5233, a person who performs the duties of a director in accordance with subdivisions (a) and (b) shall have no liability based upon any alleged failure to discharge the person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which a corporation, or assets held by it, are dedicated.

Section 5239 concludes with:

- (a) There shall be no personal liability to a third party for monetary damages on the part of a volunteer director or volunteer executive officer of a nonprofit corporation subject to this part, caused by the director's or officer's negligent act or omission in the performance of that person's duties as a director or officer, if all of the following conditions are met:
  - (1) The act or omission was within the scope of the director's or executive officer's duties.
  - (2) The act or omission was performed in good faith.
  - (3) The act or omission was not reckless, wanton, intentional, or grossly negligent.
  - (4) Damages caused by the act or omission are covered pursuant to a liability insurance policy issued to the corporation, either in the form of a general liability policy or a director's and officer's liability policy, or personally to the director or executive officer. In the event that the damages are not covered by a liability insurance policy, the volunteer director or volunteer executive officer shall not be personally liable for the damages if the board of directors of the corporation and the person had made all reasonable efforts in good faith to obtain available liability insurance.
- (b) "Volunteer" means the rendering of services without compensation. "Compensation" means remuneration whether by way of salary, fee, or other consideration for services rendered. However, the payment of per diem, mileage, or other reimbursement expenses to a director or executive officer does not affect that person's status as a volunteer within the meaning of this section.
- (c) "Executive officer" means the president, vice president, secretary, or treasurer of a corporation, or such other individual who serves in like capacity, who assists in establishing the policy of the corporation.
- (d) Nothing in this section shall limit the liability of the corporation for any damages caused by acts or omissions of the volunteer director or volunteer executive officer.
- (e) This section does not eliminate or limit the liability of a director or officer for any of the following:
  - (1) As provided in Section 5233 or 5237.
  - (2) If any action or proceeding brought by the Attorney General.
- (f) Nothing in this section creates a duty of care or basis of liability for damage or injury caused by the acts or omissions of a director or officer.
- (g) This section is only applicable to causes of action based upon acts or omissions occurring on or after January 1, 1988.

**DIRECTORS' OBLIGATIONS AND LIABILITIES**

<p>I General Duty of Care  A. Standard of conduct</p>	<p>1) 5231(a):  2) Act performed in good faith  3) In best interests of corporation  4) After reasonable inquiry  5) With care of ordinarily prudent person under similar circumstances“ Prudent person” rules (Corp C S.</p>
<p>B. Reliance on information supplied by others  1. Person relied on</p>	<p>Directors may rely on information supplied by:  (1) Officers or employees  (2) Professionals and experts  (3) Committees of the board on matters within delegated authority</p>
<p>2. Elements of reliance</p>	<p>Reliance must be (Corp C S. 5231(b)):  (1) In good faith  (2) Without knowledge of reasons for non-reliance  (3) After reasonably inquiry if called for by circumstances</p>
<p>C. Result of compliance</p>	<p>Directors not liable for failure to discharge obligations of director except for self-dealing transactions (Corp C S. 5233; see IV below) (Corp C S. 5231(c))</p>
<p>D. Transactions to which this standard applies</p>	<p>General applicability: Director not liable if standards are complied with even though director’s act or omission exceeds or defeats a corporate purpose (Corp C S. 5231(c))</p> <p>Specifically applicable (a) to acts performed in selecting directors (Corp C. S 5232) and (b) as degree of care required in investing funds held for investment (see II below) (Corp C S. 5240 (d))</p>
<p>II Additional Standards for Investments of Funds  A. Applicability</p>	<p>Applies to funds held for investment only, not to funds related to corporation’s public benefit or charitable programs (Corp C S.5240(a))</p>
<p>B. Investment standards</p>	<p>(1) Must avoid speculation and consider both income and long term safety or capital  (2) Must comply with any additional requirements of articles, bylaws or instrument or agreement under which funds were contributed (Corp C S. 5240(b))</p>
<p>C. Exceptions</p>	<p>Standards not violated by conduct authorized or required by instrument or agreement under which funds were contributed (Corp C S.5240(c))</p>

III	Loans and Guaranties	Forbidden unless Attorney General approves (Corp C S.5236(a))
	A. General rule: Loans to or guaranties of obligations of directors or officers	
	B. Special rules and exceptions	Directors who approve a prohibited transaction are jointly and severally liable to the corporation (Corp C S.5237(a)(3))
	(1) Advances to directors or officers to cover reimbursable expenses	
	(2) Payment of premiums policy insuring life of director or officer	Permitted (Corp C S. 5236(a))
	(3) Credit union exception	Permitted if secured by policy's proceeds and cash value (Corp C S.5236(b))
	(4) Loan to purchase principal residence of an officer	Permitted if directors find loan is necessary to finance officer's principal residence in order to obtain or retain officer's services and if loan is secured by California real property. Corp C S.5236(c).
	C. Which directors are liable	All directors who approved or abstained from voting on the prohibited loan or guaranty (Corp C S.5237(a)-(b))
	D. Who may bring suit in the name of the corporation	(a) Non-consenting creditors whose debts or claims arose before the prohibited loan or guaranty (Corp C S.5237(c)(2)) (b) Non-consenting members, in a derivative action (Corp C S.5710) (c) (3) The Attorney General (Corp C S.5237(c)(3))
IV	Self-Dealing Transactions	A self-dealing transaction is a transaction to which the corporation is a party and in which one or more directors ("interested directors") have a material financial interest (Corp C S5233(a)) (a mere common directorship is not a material financial interest (Corp C S.5234))
	A. Definition	
	B. Exceptions from definition	Exceptions: (1) Actions fixing compensation of officers or directors (Corp C S.5233(b)(1)) (2) Transactions that are part of public or charitable programs that benefit a class of which directors or their families are members (Corp C S.5233-(b)(2)) (3) Transactions of which interested directors had no actual knowledge and which do not exceed 1% of corporation's gross annual receipts or \$100,000 whichever is smaller S.5233(b)(3))
	C. General rule	Interested directors are liable to the corporation for self-dealing transactions unless the transaction was approved by one of the methods listed in D below (Corp C S.5233(h))
	D. Approvals that avoid director's liability	Directors are not liable if there has been one of the following:

(1) By Attorney General or court	(1) Approval by Attorney General, or by court in an action in which Attorney General was an indispensable party, either before or after consummation of the transaction (Corp C S.5233(d)(1))
(2) By board of directors	(2) Approval before director's consummation of the transaction by a disinterested board, under the following circumstances (Corp C S.5233(d)(2)): (a) Corporation entered into transaction for its own benefit (b) Transaction was fair and reasonable to the corporation (c) More advantageous arrangements could not have been made with reasonable effort
(3) By board committee	(3) Interim approval before consummation by committee having authority of board, where immediate action was needed and action by full board was not(feasible, plus ratification by board at its next meeting, under circumstances listed in (2) above (Corp C S.5233(d)(3))
E. Limitations of actions	Actions based on self-dealing transactions must be commenced within either of the following periods:  (1) If notice of the transaction was filed with Attorney General, 2 years from date notice was filed (2) If no notice was filed, 3 years from date transaction occurred (10 years for suits brought by Attorney General) (Corp C S.5233(e))
V. Distributions to Members A. General rule	All distributions prohibited (Corp C S.5410)
B. Director's liability	Directors who approve any distribution are jointly and severally liable to the corporation (Corp C S.5237(a)(1))



**RESTATED ARTICLES OF INCORPORATION OF  
UNIVERSITY UNION OPERATION OF  
CALIFORNIA STATE UNIVERSITY, SACRAMENTO**

The undersigned certify that:

1. They are the Chairman of the Board and the Secretary, respectively, of University Union Operation of California State University, Sacramento, a California Public Benefit Corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

I

The name of this corporation is:

UNIVERSITY UNION OPERATION  
OF  
CALIFORNIA STATE UNIVERSITY, SACRAMENTO

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 and charitable purposes. Consistent with the California Corporations Code, Section 9913, this corporation elects to be governed by all of the provisions of the new Public Benefit Corporation Law (California Corporations Code Section 5000, *et seq.*) not otherwise applicable to it under the transition provisions contained in Title 1, Division 2, Part 5 of the California Corporations Code (Section 9110, *et seq.*).

III

The UNIVERSITY UNION OPERATION OF CALIFORNIA STATE UNIVERSITY, SACRAMENTO, hereinafter called the "Corporation," shall conduct its operations in conformity with regulations established by the Trustees of the California State University and Colleges and accounting procedures approved by the Director of Finance as required by the California Education Code, Section 89900.

IV

This corporation shall be operated as an integral part of the Education program of the California State University, Sacramento, hereinafter called the "University," as required by the California Code of Regulations, Title V, Section 42401; and its operations shall be integrated with University operations and administered or supervised by the existing University administrative organization as required by the California Code of Regulations, Title V, Section 42502(m).

The purposes for which this Corporation is formed are:

- (1) The specific and primary purpose of this Corporation is to promote and assist the educational program of the University or such institution as shall succeed to the properties and functions of said University and to apply the funds and properties coming into its hands toward furthering the educational program carried on or approved by the administrative officers of the University. This Corporation shall not carry on any activities not approved by the administration officers of the University.
- (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 or 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 with shares, bonds, notes, debentures or other securities or evidence 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 perform any one or more of the acts and things aforesaid, and otherwise perform 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
- Articles of Incorporation (continued)
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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 id\issue before the voters of this state or any subdivision thereof or any city, municipality or local governmental entity of any kind except as may be permitted by the California Education Code, Section 89300.

- (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.
- (4) This Corporation shall not make personal loans.
- (5) This Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.
- (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 (1) of this Article V.

#### VI

This Corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and does not contemplate the distribution of gains, profits or dividends to its members or to any private shareholder or individual. This Corporation is organized and operated exclusively for charitable purpose within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986. No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office. The property, assets, profits, and net income of this Corporation are irrevocably dedicated to the charitable purposes set forth in Article V, and no part of the net earnings of the Corporation shall inure to the benefit of any member, director, or officer of the Corporation or any private individual, except that reasonable compensation may be paid for services rendered by employees of and agents to and for the Corporation.

#### VII

Upon dissolution of this Corporation net assets other than trust funds shall be distributed to one or more nonprofit corporations organized and operated for the benefit of the California State University, Sacramento, or the students, or the students and faculty at that University, such successor to be recommended by the Board of Directors and approved by the President of California State University, Sacramento and by the Board of Trustees of the California State University. Such successor nonprofit corporation or corporations must be qualified for federal income tax exemption under Sections 501(a) and 501(c)(3) of the United States Internal Revenue Code of 1986, or the corresponding provisions of any later federal tax law, and be organized and operated exclusively for charitable, scientific, literary, or

educational purposes, or for a combination of such purposes. In the alternative, upon dissolution of the Corporation, net assets other than trust funds shall upon approval of the President of California State University, Sacramento and the Board of Trustees of the California State University be distributed to the California State University, Sacramento.

Articles of Incorporation (continued)

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If, upon dissolution, the Corporation holds any assets in trust, such assets shall be disposed of in such manner and may be directed by decree of the Superior Court of the county in which this Corporation's principal offices is located upon petition therefore by the Attorney General or by any person concerned in the liquidation.

In no event shall any assets distributed to any member, director, or officer of this Corporation.

#### VIII

This Corporation shall have no members other than the persons constituting its Board of Directors. The persons constituting its Board of Directors shall, for the purpose of any statutory provision or rule of law relating to nonprofit corporations or otherwise, be taken to be the members of such Corporation and exercise all the rights and powers of members thereof. If a Director who is qualified for Board membership because he is a member of the University staff or faculty terminates his employment with the University, he shall cease to be a Director of this Corporation. The President of the University or his designated representative shall be a member of the Board of Directors of this Corporation in order to insure that this Corporation operates in conformity with the University policy as required by the California Code of Regulations, Title V, Section 42402.

#### IX

The number of directors of this Corporation shall be as set forth in the bylaws of the Corporation, as amended from time to time. The number of directors shall be at least large enough to accommodate membership from the following categories as required by the California Code of Regulations, Title V, Section 42602:

- (1) Administration and staff;
- (2) Faculty;
- (3) Non-campus personnel; and
- (4) Students.

#### X

The Directors shall not be personally liable for the debts, liabilities, or obligations of this Corporation.

#### XI

The Articles of Incorporation of this Corporation shall not be amended except with the affirmative vote or written consent of not less than 80% of the members. The number of directors so required to amend these Articles of Incorporation shall be set forth in any certificate of amendment.

XII

Notwithstanding anything to the contrary which may be expressed or implied in the Articles of Incorporation, this Corporation shall act in accordance with the following provisions:

- (1) This Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 or by corresponding provisions of any later federal tax laws.
  - (2) This Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 or in corresponding provisions of any later federal tax laws.
  - (3) This Corporation shall not retain any excess business holdings as defined in Section 4943© of the Internal Revenue Code of 1986 or in corresponding provisions of any later federal tax laws.
  - (4) This Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 or under corresponding provisions of any later federal tax laws.
  - (5) This Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 or in corresponding provisions of any later federal tax laws.
3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the Board of Directors.
  4. The Board of Directors of this corporation comprise the sole membership of the Corporation.
  5. The number of members (Directors) who gave consent for the adoption of the above amended and restated Articles of Incorporation is nine, and the Articles of Incorporation can only be amended with the affirmative vote or written consent of not less than 80% of the members (Directors), which number is eight.

We declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Executed at Sacramento, California on January 11, 2002.

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

BYLAWS

ARTICLE I

**BOARD OF DIRECTORS**

**Section I** The Corporate powers, business and affairs of this Corporation 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 as defined in Article X of the Articles of Incorporation of the University Union Operation of California State University, Sacramento.

The terms of office shall be as follows:

1. President, CSUS, or designee	Continuous
2. Chief Fiscal Officer, CSUS or designee	Continuous
3. Chief Student Affairs Officer, CSUS, or designee	Continuous
4. Elected Student	2 Years
5. Elected Student	2 Years
6. Elected Student	2 Years
7. Elected Student	2 Years
8. Elected Student	2 Years
9. ASI Representative	1 Year
10. Faculty Representative	2 Year
11. Alumni Representative	2 Year

All elected and/or appointed members shall be eligible for reelection or reappointment. The elected student members of the Board of Directors elected by the spring general student body election shall have a term of membership for a two year period beginning on the day following the last day of the spring semester of that academic year 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 (ASCSUS) in compliance with all applicable election and corporate codes and with the Education Code Open Meeting Law<sup>1</sup> requirements. ASI shall serve for a term of one year from the date of their appointment and/or until a successor appointment or reappointment is made. , Faculty and Alumni representatives on the Board of Directors shall serve for a term of two years from the date of their appointment and/or until a successor appointment or reappointment is made. Students serving in position numbers 4, 5 and 6 above shall be elected in even numbered years. The students serving in position numbers 7 and 8 above shall be elected in odd numbered years. For the 2001

<sup>1</sup>Currently Section 89925

election, following adoption of these Bylaw amendments, the students serving in position numbers 5 and 6 above shall be elected and serve for a term of one year.

**Section 2 Vacancies** in appointed positions shall be filled by a minimum of two (2) names being forwarded to the President of CSUS from the original nominating body.

Vacancies in elected positions will be filled with a recommendation to the President of CSUS by the Board of Directors of a minimum of two (2) CSUS students who meet the qualifications and criteria for candidacy and membership for the position. Interim appointee's terms on the Board of Directors shall then run until the next regular general election where a student will be elected to fill the remaining term of the originally vacated position.

When a faculty or student member terminates his/her association with CSUS, 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 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 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 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, CSUS; 6000 J Street; Sacramento, California

**Section 5** Notice of the time, place, and agenda for all regular and special meetings shall be mailed to each member and to those other persons or media who have made written request for such notification. Written notification shall be mailed or personally delivered to each person or medium at his/her last known place of business or residence and shall be mailed or delivered not less than 7 days prior to the date of each regular meeting or 24 hours prior to special meetings. In addition, such notification of regular meetings shall be posted for not less than 7 days in advance of each meeting and for special meetings not less than 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 here 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 4 members of the Board and may be held with less than 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 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.

**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 Director an address to which all notices may be directed until a notice of change of address has been given to the office of the Union Director in writing.

<sup>2</sup>Currently Section 89922

## ARTICLE II

### QUORUM

At all meetings of the 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 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 members during the meeting and prior to the election vote.

## 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 of California State University, Sacramento for the appointment of a Chairperson.

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 and Treasurer of a corporation until such time as the Board shall limit, enlarge or otherwise prescribe the authority and duties of the officers.

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

<sup>4</sup>Currently Section 89923



**ARTICLE V**

**MEMBERS**

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

**ARTICLE VI**

**PURPOSES AND RESPONSIBILITIES**

This Board shall develop policy for and act as the guiding force behind all aspects of the University Union. Its purposes and responsibilities shall be to arrange for and operate buildings, facilities, programs, personnel, budgetary, and financial matters of the University Union Operation of California State University, Sacramento 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 University President or his designee. The President 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.

**ARTICLE VII**

**DELEGATION OF AUTHORITY**

There shall be a University Union Director who shall be appointed by the President of the University upon the recommendation of the Board and the Chief Student Affairs Officer. The Director in this position is administratively responsible to the Chief Student Affairs Officer for all services, programs, and fiscal matters pertaining to the Union. The Union Director is responsible for the development and operation of the Union. Specifically, 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 the Union operations.

The Director has full responsibility for the financial operations of and for maintaining the financial procedures of the Union in accordance with University and Chancellor's Office procedures. The Union Director is the designated appointee of the University Union Operation Board of Directors and of the elected representative of the student body for purposes of claim schedule submission. In the absence of the Union Director and when so indicated by the Union Director, the Associate and/or Assistant Union Director is the designated appointee for purposes of delegated responsibilities and claim schedule submission.

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

**ARTICLE VIII**

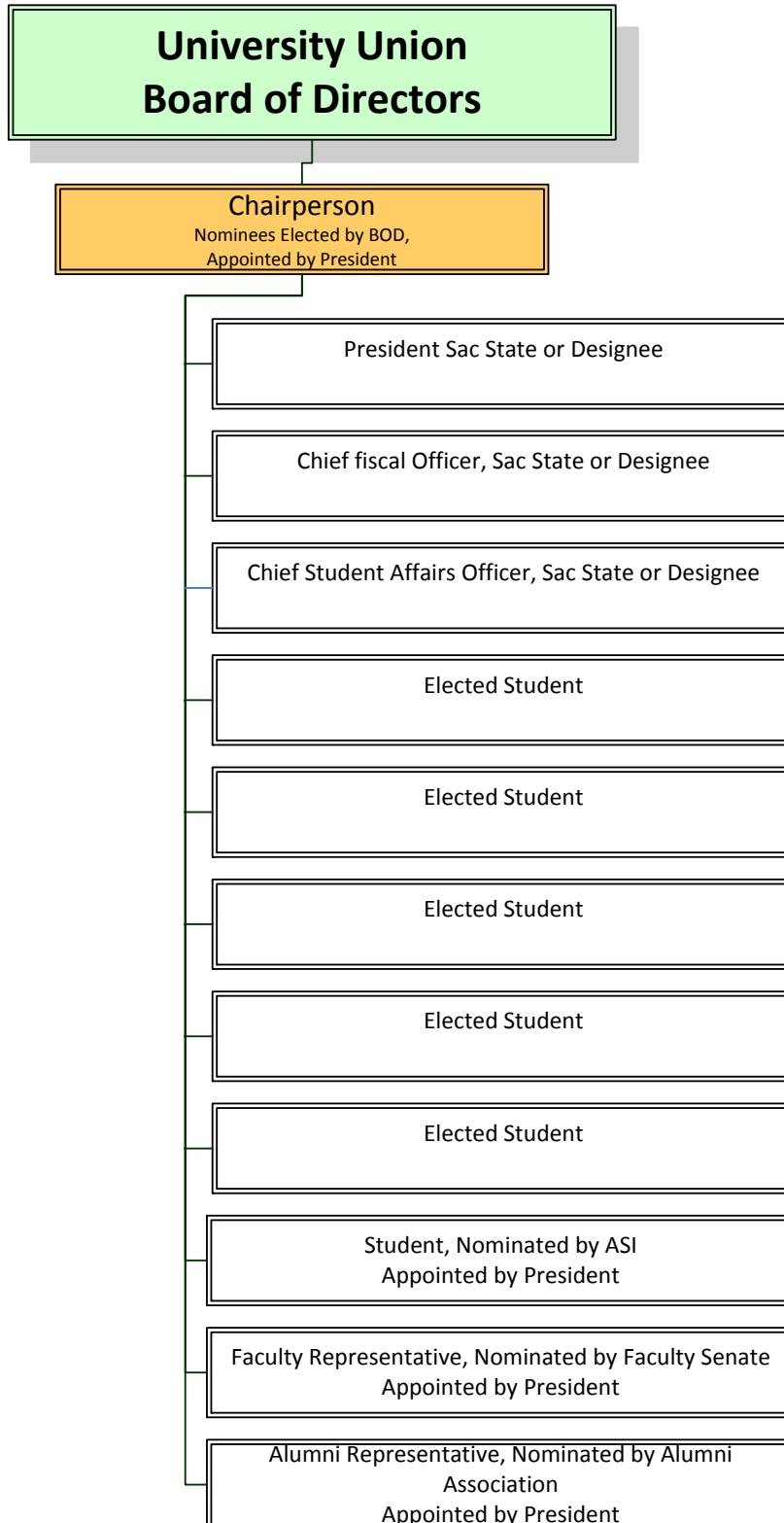
**AMENDMENTS**

These Bylaws may be amended at any meeting of the Board of Directors by an affirmative vote of 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.

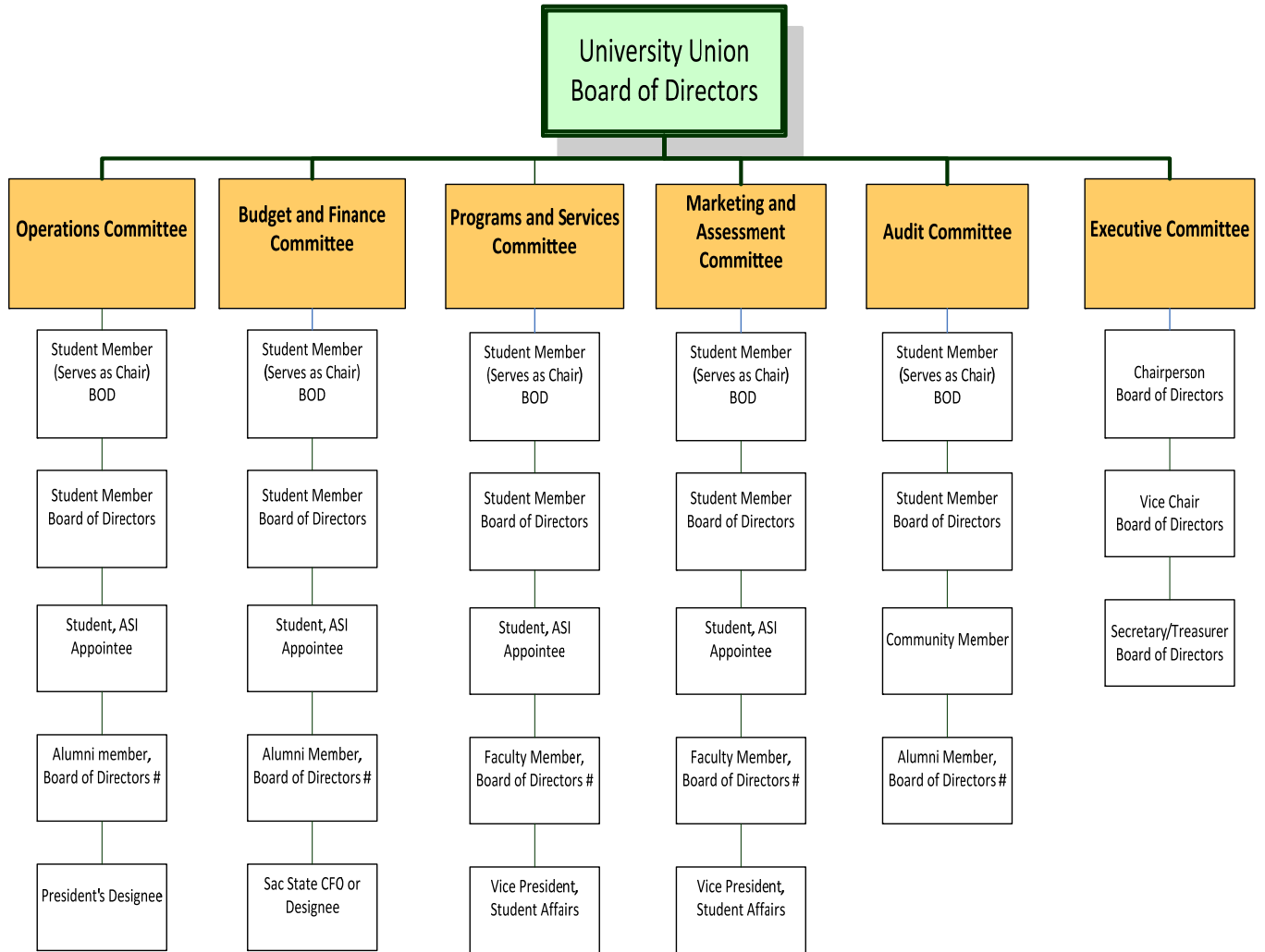
I hereby certify that the above Bylaws are as adopted by the Board of Directors of the University Union Operation of California State University, Sacramento at a regular meeting held at Sacramento, California on January 30, 1975 and as further amended by Resolutions 75-15, 75-16, 75-17, 76-1, 76-5, 83-2, 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 and March 14, 2001 at a regular meeting held at Sacramento, California.

## Board of Directors Organization Chart

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## Committee Structure



## Role of the University Union

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The following statement was developed by the Association of College Unions International and has been edited to fit the Sacramento State University Union's role on campus.

The University Union is the community center of the campus, serving students, faculty, staff, alumni, and guests. By whatever form or name, a college union is an organization offering a variety of programs, activities, services, and facilities that, when taken together, represent a well-considered plan for the community life of the college.

The union is an integral part of the educational mission of the college.

- As the center of the campus community life, the union complements the academic experience through an extensive variety of cultural, educational, social, and recreational programs. These programs provide the opportunity to balance course work and free time as cooperative factors in education.
- The union is a student-centered organization that values participatory decision-making. Through volunteerism, its boards, committees, and student employment, the union offers first-hand experience in citizenship and educates students in leadership, social responsibility, and values.
- In all its processes, the union encourages self-directed activity, giving maximum opportunity for self-realization and for growth in individual social competency and group effectiveness.

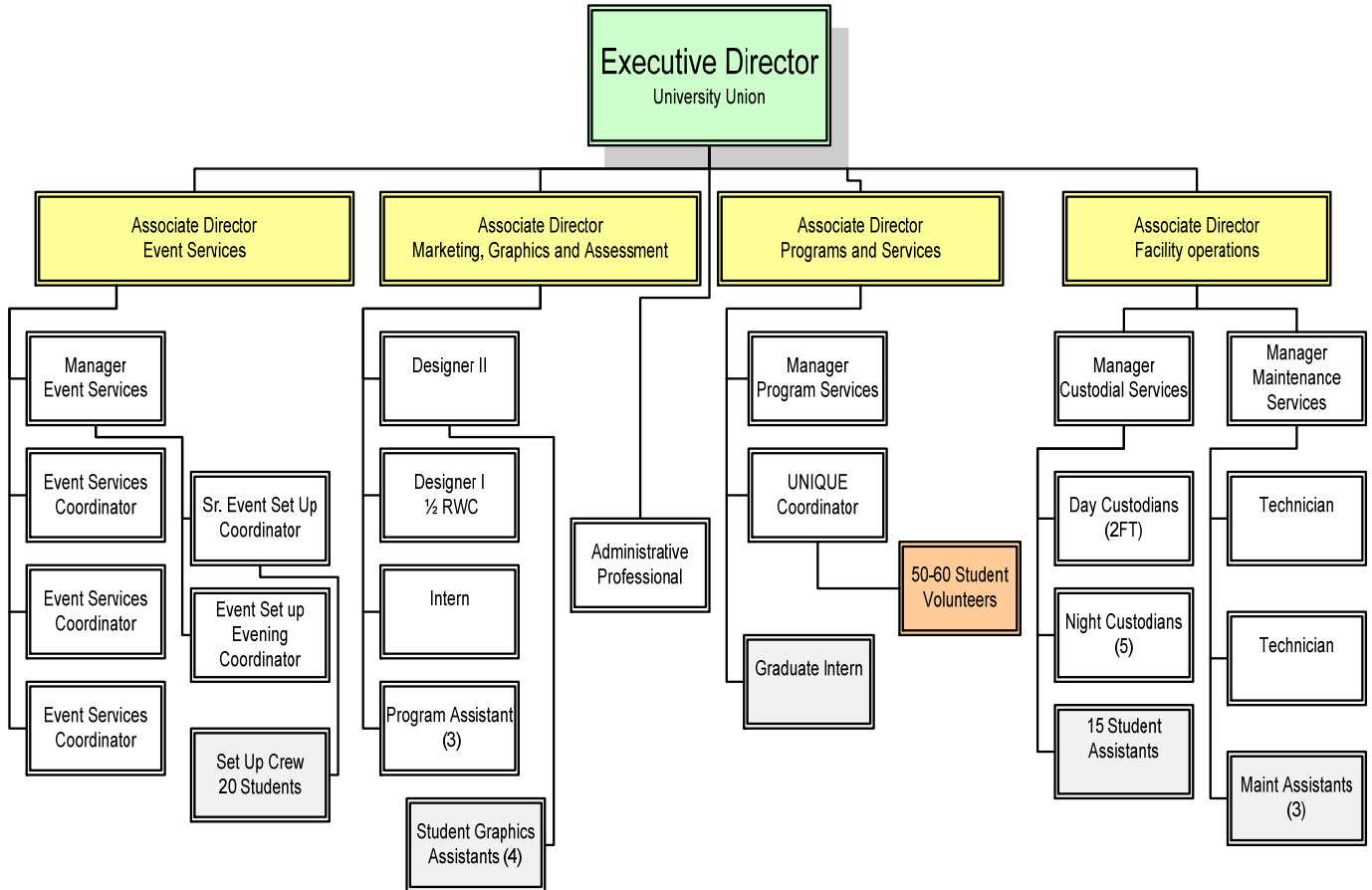
The union's goal is the development of persons as well as intellects.

Traditionally considered the "hearthstone" or "living room" of the campus, today's union is the gathering place of the University. The union provides services and conveniences that members of the campus community need in their daily lives and creates an environment for getting to know and understand others through formal and informal associations.

The union serves as a unifying force that honors each individual and values diversity. The union fosters a sense of community that cultivates enduring loyalty to the college.

Adopted by the ACUI's Association's general membership in 1996, this Statement is based on the Role of the College Union statement, 1956.

**Staff Organization Chart**



## UNIVERSITY UNION SERVICES OFFERED

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### UNIVERSITY UNION California State University, Sacramento

#### FIRST FLOOR

##### Information Desk

Union and Campus information, bus schedules, brochures, customer assistance.

##### The Store

A convenience store featuring cards, sundries, school supplies, candies, notions, beverages and snacks.

##### Games Room

Video games, pinball, table tennis, billiards, tournaments and demonstrations.

##### Coffee House and Patio

Deli sandwiches, mesquite grilled items, soups, salads, coffee, soft drinks, and baked goods

##### University Center Restaurant

Open to the public daily. Waiter and waitress luncheon service. May also be reserved for special events during breakfast, dinner and weekend hours.

##### Hornet's Nest

Featuring Burger King, Gordito Burrito, Kung Fu Fats and Mother of India restaurants.

##### Brown Bag

Bring your own food, microwaves provided to warm things up.

##### Union Station

Gourmet cookies and fresh bakery choices. Java City fresh ground coffee, espresso, cappuccino and the best people-watching location in the Union.

##### Vending Hall

Featuring soda, water, milk, juice and assorted snack type foods.

##### Round Table Pizza at the Hive:

Pizza, Wings, sandwiches, salads, and soda. Beer and wine also served.

##### Redwood Room

The location for performances, concerts, lectures and speakers on a scheduled basis, and a multipurpose room for special events, films, concerts, dances, conferences, meetings, dinners and lectures scheduled through the Union Arrangements Office.

##### Union Lobby

Upcoming event notices, building directory and telephones.

##### Outdoor Recreation

This ASI program area offers Peak Adventures backpacking and outdoor recreation trips, ski rentals and bicycle service.

Student Health Satellite Center

The Student Health Center will provide health and psychological services in a satellite location

Ticket Office

Bass Ticket outlet and tickets for campus events are both sold at the Campus Ticket Office located outside the brown bag area of the Union.

The Box Center

UPS Service, mailboxes, pagers, cellular phones, postage supplies and more. One stop shopping for all your mailing and communication needs when on campus.

STA Travel

Need to get away? Council Travel can handle the arrangements for personal and professional travel.

Mellow Me Out

Express SPA services including quick haircuts, chair massage, manicures and pedicures for men and women.

Campus Recreation

The Rec-IM office offers participation in most fall and spring intramural sports as well as intercollegiate competitive sports clubs.

Student Access Center

The Student Access Center provides a large array of services for CSUS students. Some of the services we offer include information on off campus housing, Clubs and organizations, for sale postings, scholarship information and more!

**SECOND FLOOR**

Fireplace Lounge

Unique tiered lounge complete with gas fireplace. Special events on TV, specialty programs and general lounge facilities.

TV Lounge

TV for all regular viewing on Channels 3, 6, 10, 13, 31, 40 and 58.

Computer Lab

An open lab for quick computer use featuring Smart Print. 7 computers available for day use on a short term basis.

Gallery

Student, community and alumni art exhibits. Special traveling exhibits and departmental offerings.

Music Listening Rooms

A library of pop, rock, country, jazz, classical, blues, Broadway, film, soul and folk recordings available for listening in individual rooms and in the Sight and Sound Lounge. (Cards, chess, backgammon, Monopoly and other table games available for checkout. Current magazines for browsing.)

General Lounge

Seating areas for relaxation, reading, studying and individual conversations.

Orchard Suite (I, II and III)

Forest Suite (Oak and Walnut Rooms)

Five meeting and event rooms of various sizes which may be arranged to fit individual needs. Audiovisual

equipment and food services are available. Contact the Union Arrangements Office to schedule these and other Union meeting spaces.

TV Lounge

A place to relax and escape from the daily pressures of academic life.

State Hornet:

The Offices of the CSUS campus paper. Published weekly, and comes out every Wednesday. On-Line daily.

Group Study Lounge

Two study lounges available for group study on a first-come basis.

**THIRD FLOOR**

The Summit Room

The California Suite (Coastal and Mountain Rooms)

The Delta Suite (River and Island Rooms)

Foothill Suite (Auburn and Folsom Rooms)

Seven meeting and event rooms of various sizes which may be arranged to fit individual needs.

Audiovisual equipment and food services are available. Contact the Union Arrangements Office to schedule these and other Union meeting spaces.

Valley Suite (Miwok and Maidu Rooms)

Informal lounge/meeting rooms available for scheduling by organizations and departments.

Green and Gold Room

A "SMART" Conference/meeting room with around-the-table seating for 12. LCD projector, screen and data hook ups built into the room.

Camellia Room

Conference/meeting rooms with around-the-table seating for 12, built in LCD Projector and computer hook ups.

Capital Room

Conference/meeting rooms with around-the-table seating for 24.

Union Arrangements Office, 278-6743

Room reservations and scheduling for all Union and food service facilities. Provides AV equipment, food service and room setups for meetings, dinners, receptions, conferences and other special events. Schedules all student events for all campus facilities and all catering services for the campus.

The Student Activities Office, 278-6595

Student club and organization advising, recognition and information. Student event policy information is available. The organizational Activities Advisors facilitate all campus activities and events.

Clubs and Organizations Room

Mailboxes, copy machine, and shared workspace for clubs and organizations.

The Union's UNIQUE Programs

Provides over 200 all-campus events annually, produced by more than 35 volunteer students, originate from this office. Contact Union Program Advisors and their committees for information about or to assist with special events, cultural programs, concerts, lectures, performances and Coffee House activities.

The Union Office, 278-6744

Union services and management.



ASI Executive Office

Student Body President, Vice President, and Board Chair offices. Mailboxes for ASI Boards and committees.

ASI Business Office

Check cashing, ticket sales, student health insurance, money orders, traveler's checks, diploma fees. Club and organization banking. ASI Executive Director Office.

**BUILDING SERVICES**

Rest Rooms

Located on each floor.

Campus Telephones

Located on the Nest patio and in the first and third floor lobbies.

Pay Telephones

Located on the Nest patio and on the first and second floors near the elevators.

Lockers

Lockers available for day use in first floor lobby.

Internet Connections

20 hardwire Internet connections throughout the Union

Wireless Internet Connections

Wireless connections for personal computer use. Requires a SAC Link Account.

## UNIVERSITY UNION PURPOSES AND FUNCTIONS

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### The CSUS University Union Operates Under The Following Statement of Purposes and Functions

The University Union is a community center for the University, for all members of the University family—students, faculty, administration, staff, alumni and guests. It is more than just a building. It is also services and programs, which together represent a well-considered plan for the community life of the University.

The University Union provides for the services, conveniences and amenities the members of the University family need in their daily life on the campus and for getting to know and understand one another through informal association outside the classroom. As the community center, the Union provides support for University community relations and public service and acts as the living room of the campus as we host the larger community.

The University Union is part of the educational program of the campus. Its program and organization serves as a laboratory for citizenship, training students for social responsibility and for leadership. Through its boards, committees, and staff it provides a cultural, social and recreational program aiming to make free-time activity a cooperative factor with study in education. It encourages activities, which give maximum opportunity for self-realization and growth with a goal of the development of persons, as well as intellects. The Union supports the view that what a student does educationally in the hours outside the classroom is of major importance and that the Union can assist in giving an additional dimension to education—vastly expanding the time and the means through which the University educates.

Finally, and not incidentally, through its programs, services and facilities the University Union intends to serve as a unifying force in the life of the University and its family, cultivating enduring regard for and loyalty to the University.

## UNIVERSITY UNION PURPOSES AND FUNCTIONS

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In light of the Statement of Purposes and Functions for the Sac State University Union, it is helpful to examine how these are in fact applied or intended to be applied to individual services and programs and how they are woven into the organizational structure and operations. What follows is a description of implementation, application and direction for Union operations based on the guidance of the Statement of Purposes and Functions.

Perhaps the most obvious, yet least understood of Union functions, are the Food Services. The usual perception that they are only a business to service the sustenance needs on the campus is a most dramatic misunderstanding. Certainly we feed the campus community when it needs to be fed, and certainly the Food Services are run in a business-like manner. Since no other funding or support is received, it must be a self-supporting business. There is no alternative, and often revenues from food services must support other important programs and services that cannot support themselves and cannot be funded from any other source. Yet, at the same time, unlike a business away from the educational environment, no profit to the University is added for the benefit of individuals, stockholders or management. So even at this basic level, the concept that we are different begins to build a foundation on that difference.

Beyond the sustenance and business underpinnings, looking closely at specific Union food operations will show an ever-broader tie to the overall Union Mission. For example, beer and wine sales are provided primarily to encourage informal association among students, faculty and staff, guests, and all of the campus membership in their life outside of the classroom. In addition, it allows us to teach social abilities and appropriate development of personal ethics and standards. It provides an enhancement of participation in social functions such as receptions, luncheons, dinners and public affairs events.

Even more specifically, areas such as the Hive, Coffee House, University Center Restaurant and Union Station, indeed even the Hornet's Nest itself are designed to enhance personal interaction and to provide life growth situations for students. They offer the variety, interest and enjoyment necessary to welcome guests and provide a positive environment which allows the educational process to best succeed. From a purely business or sustenance standpoint, there would be no catering to lubricate the flow of discussion and enhance the social and cultural interaction of the campus membership, no special menus to offer insight into cultural difference and values, no Hive or Union Station would exist to make the campus life a more viable and supportive experience. There would be no Food Service tables for study and no Coffee House with programs. Waiter/waitress services in the University Center Restaurant and multiple food options in the Nest are all there only as a function nearly unrelated to either business or sustenance.

Food Service then, to properly function in the University Union environment, exist as a needed service, yet more importantly they exist to enhance an environment in which instruction can be more effective, interaction more beneficial, employees more productive, experiences more broadening, life more interesting, personal standards more developed and hospitality more inviting. They are a tool to make education and our campus a welcome and broad experience. From coffee hours to conferences, cultural receptions to staff-work breaks and from formal dinners to student class discussions, in each and other interaction Union food services must become a partner in the University's overall educational mission.

As another service of the University Union, lounges and games areas must provide more than a place to be. They must be designed and operated with the goal of encouraging study, both within their environment and as a result of being refreshed when leaving. They must provide the opportunity for the interaction of individuals and the development of the person. Learning must be easier as a result of mental and physical experiences in these areas. Expansion of perspectives and standards must be inherent throughout. Art on the walls and in the exhibit areas must stretch the person and guide toward excellence. Exhibits are presented to offer the best of student work, later purchased for permanent display. Exhibits offer faculty and community work, academic department presentations and national shows. Works from all styles and cultures and points of view are selected to enhance the environment and increase perceptions. Works from skilled artisans become part of the daily experience. Music Listening and magazine libraries must relax and renew, bring people together and offer new horizons as well.

In The Store and at the Information Desk, needs to ease daily life must be offered to our students, staff and guests. Memories of the University strengthened and pride in participation and belonging to the campus supported and encouraged. Pencils, batteries and test supplies combine with souvenirs, gifts and campus postcards to create support, enjoyment, and participation in and regard for and by all members of the University family. As a business, it provides neither dollars nor reason for being but as an enhancement of campus life, it becomes valuable. Cards and gifts give individuals an opportunity to come together with and relate to others. Information and assistance offers opportunity for an ease of participation in campus programs and services. Safety, security and convenience are enhanced by personal contact availability. Guests are made to feel welcome. Income may be a means to enable but the purpose comes from services provided, guest visits enhanced, and campus life improved.

Event arrangement assistance, scheduling process and event facilities are all offered in a way to encourage the coming together of individuals. Individuals of life interests support and develop each other's minds and physical selves.

Individuals of different cultures and ideologies cause growth and understanding in each other. Concepts provided through instruction are developed, weighed, tested and become part of the individual through out-of-class lectures, discussions, social and cultural events, performances, organizational meetings and planned workshops. Professionals grow and disciplines interact and support each other. Faculty members become colleagues, students find mentors, and understanding flows from group-to-group and individual-to-individual within our family and to its community.

## UNIVERSITY UNION PURPOSES AND FUNCTIONS

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Facilitating the process allows focus on content and people. Enhancing the environment allows the creativity of the event to dominate. Providing support for needs allows remembering the event, not the problems. Facilities and services make possible the existence of the campus club, the business workshop and extended learning programs. Supportive assistance from the Union in the use of these facilities and services make possible positive contributions to the campus by others and cultivates a significant regard for the campus in general and its internal subgroups in particular.

Hundreds of activities and programs each offered year by the Union program group known as UNIQUE encourage the self-development of the individual. The social, cultural and recreational activities bring together the student of varying interests and expose the unusual and the new to broader understanding. The perspective of the University family toward the University itself becomes more positive. Participation increases in all other University offerings. Time and means to educate is expanded, contact with students is increased. Alternate perspectives to the arts and the intellect are presented. Through these activities programs individuals grow and develop, expand horizons and reach out to each other. The Community interacts with the University and the University better serves its community. Because of UNIQUE's activities, students and staff, faculty and alumni are able to draw a larger picture of their educational, social and personal life and the University becomes of greater value and importance to all.

Finally, the University Union organization itself, the Board of Directors and committees of volunteers are organized and function in a manner, which will bring together all segments of the University family. To include students, faculty, administrators, alumni and community in the discussions, guidance and operation of the Union is not happenstance or simply policy.

Interaction of individuals, support of diversity, recognition of others needs, cooperative productivity, positive valuation of the University, student growth and leadership training are all designed as inherent purposes and functions of the organization's structure. Professional staff support is provided to assist focus and to ensure continuity and enable progress. Yet volunteer and student assistant membership in the organizational operation is vital and major, both in size and importance. Quality, excellence, goal oriented progress and business-like operations are fundamental. Likewise, leadership development, student growth, educational interaction and community service must be inextricably woven into the fabric of the organization and its every decision and detail if the purposes and functions are to be carried out by its programs.

The physical building and the business operations are means, they are relevant only insofar as they either support or detract from the programs, purposes, services and activities of the University Union. The University Union itself is also unquestionably a means. We are also relevant only insofar as we either support or detract from the purposes and functions of the University and as we pursue the education of service to our family members and our community at large. The Union is only relevant as we increase pride and participation and commitment to the total University life.

Looking back on the above examples, it becomes apparent that the quality of life, the growth of the individual, the service to the community and the support and enhancement of the institutional and educational process must be considered in each and every University Union standard, process, policy, program function and operation. From custodial and maintenance standards to quality of programs presented, from menu selected to hours of operation, each and all must focus on how they support or detract from our total purpose and function. Each detail must support the whole. The whole then becomes the University Union.

Quality must be higher than expected, results better than anticipated, cleanliness greater than usually found. The atmosphere must be less institutional and service more individual and personal than the typical. Function must serve more appropriately, programs enhance to a greater degree and facilities be more inviting than expected.

The staff, the consumer, the participant, the Board, the guest, the educational process, the facility, the purpose and the standards, together they constitute the CSUS University Union.

## University Union Budget FY 2007-2008 by AREA

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### Ordinary Income/Expense

#### Income

##### Lease space

10-1011 · Hair Contract, Acct # 6004	9,600.00
10-1012 · Peak Adventures, Acct #6004	33,548.00
10-1013 · Radio Station, Acct #6004	15,000.00
10-1014 · Business Office, Acct #6004	27,400.00
10-1015 · Government Office, Acct #6004	49,500.00
10-1016 · CSUS Found Food, Acct #6004	376,500.00
10-1017 · Store, Acct #6004	47,600.00
10-1018 · Newspaper, Acct #6004	54,600.00
10-1019 · Box Center, Acct #6004	6,000.00
10-1020 · Travel, Acct #6004	13,500.00
10-1022 · U.S.E. ATM, Acct #6004	3,000.00
10-1023 · Golden 1 ATM, Acct #6004	7,800.00
10-1024 · Bank of American ATM, Acct #600	7,800.00
10-1025 · University/Office, Acct #6004	31,020.00
10-1026 · Ticket Office, Acct #6004	2,820.00
10-1028 · Student Health, Acct #6004	14,496.00
10-1029 · Student Access Center, #6004	12,360.00
10-1030 · Student Services Connection,	<u>4,764.00</u>

Total Lease space 717,308.00

##### Non-operating Budget Revenue

6005-70 · Investment Income	50,000.00
6005-80 · Plant Fund Investment Income	25,000.00
6009-99 · Expense Reimbursement	27,000.00
6011-70 · Return of Surplus Funds	<u>3,500,000.00</u>

Total Non-operating Budget Revenue 3,602,000.00

##### Operations Revenue

6001-56 · Print Smart Revenue	3,500.00
6001-66 · Locker Use Fee	400.00
6003-66 · Rest Rm Supply Reimburse.	<u>420.00</u>

Total Operations Revenue 4,320.00

<b>Program Revenue</b>	
6002521 · Billiards Rental	40,010.00
6002522 · Table Tennis Rental	6,745.00
6002523 · Home Console Revenue	27,245.00
6006-46 · Program Admission	134,000.00
6007523 · Coin Games	<u>9,000.00</u>
<b>Total Program Revenue</b>	217,000.00
6001-33 · Event Services - Rm Utilization	<u>320,000.00</u>
<b>Total Income</b>	<u>4,860,628.00</u>
<b>Gross Profit</b>	4,860,628.00
<b>Expense</b>	
<b>Accounting</b>	
3800-61 · Services Other Agencies	<u>200,000.00</u>
<b>Total Accounting</b>	200,000.00
<b>Admin. Operations</b>	
1100-62 · Full-Time Wages	69,996.00
1400-62 · Student Assistant Wages	59,550.00
2100-62 · Full-Time Benefits	35,000.00
2200-62 · Student Assistant Benefits	4,665.00
3340-62 · Insurance	30,000.00
3420-62 · S & S Office	2,000.00
3440-62 · S & S Dupl., Print., Copy	4,000.00
3450-62 · S & S Program	11,500.00
3460-62 · S & S Dues, Fees, Subscriptions	2,000.00
3470-62 · S & S Advertising	4,500.00
3520-62 · Comm. Telephone	2,400.00
3530-62 · Comm. Postage	240.00
3900-62 · Travel	8,980.00
3910-62 · Conference Registration	<u>1,300.00</u>
<b>Total Admin. Operations</b>	236,131.00
<b>Aquatic Center</b>	
3430-54 · S & S Maintenance	4,000.00
3450-54 · S & S Program Supplies	5,800.00
3520-54 · Comm. Telephone	6,300.00
3610-54 · Repair & Maintenance Contracts	5,400.00
3620-54 · Repair & Maintenance Parts	4,800.00
3630-54 · Repair & Maintenance Outside	2,200.00

3740-54 · Utility Trash	2,300.00
3770-54 · Water	1,200.00
3780-54 · Utility Electricity	<u>18,000.00</u>
<b>Total Aquatic Center</b>	50,000.00

**Capital Improve/Equip (Non-op)**

5210-70 · Capital Furniture/Equipment	50,000.00
5220-70 · Capital Improvement	33,000.00
5230-70 · Minor Equipment & Base Supply	0.00
5250-70 · Computer/Data Equipment	<u>16,500.00</u>
<b>Total Capital Improve/Equip (Non-op)</b>	99,500.00

**Custodial**

1100-66 · Full-Time Wages	260,124.00
1400-66 · Student Assistant Wages	113,763.00
2100-66 · Full-Time Benefits	160,140.00
2200-66 · Student Assistant Benefits	6,828.00
3410-66 · S & S Custodial	40,400.00
3440-66 · S & S Dupl., Print., Copy	300.00
3450-66 · S & S Program	11,000.00
3460-66 · S & S Dues, Fees, Subscriptions	8,160.00
3520-66 · Comm. Telephone	6,372.00
3610-66 · Repair & Maintenance Contracts	2,790.00
3620-66 · Repair & Maintenance Parts	1,800.00
3630-66 · Repair & Maintenance Outside Services	15,800.00
3740-66 · Utility Trash	7,000.00
3750-66 · Utility Natural Gas	<u>27,678.00</u>
<b>Total Custodial</b>	662,155.00

**Event Services Expenses**

1100-33 · Full-Time Wages	207,600.00
1400-33 · Student Assistant Wages	199,199.00
2100-33 · Full-Time Benefits	105,000.00
2200-33 · Student Assistant Benefits	7,967.00
3420-33 · S & S Office	1,302.00
3430-33 · Maintenance Supplies	2,900.00
3440-33 · S & S Dupli., Print., Copy	640.00
3450-33 · S & S Program Supplies	1,880.00
3520-33 · Comm. Telephone	8,652.00
3530-33 · Comm. Postage	180.00
3620-33 · Repair Parts	1,320.00
3630-33 · Repair & Main., Outside Svc	6,180.00

3900-33 · Event Services Travel	<u>10,980.00</u>
<b>Total Event Services Expenses</b>	<b>553,800.00</b>

**Gallery**

1400-43 · Student Assistant Wages	15,658.00
2200-43 · Student Assistant Benefits	542.00
3110-43 · Event Contracts	500.00
3130-43 · Event Supplies	2,000.00
3140-43 · Event Advertising	1,800.00
3340-43 · Insurance, special	800.00
3450-43 · S & S Program	950.00
3520-43 · Comm. Telephone	188.40
3530-43 · Comm. Postage	<u>300.00</u>
<b>Total Gallery</b>	<b>22,738.40</b>

**Games Room**

1400-52 · Student Assistant Wages	48,000.00
2200-52 · Student Assistant Benefits	2,280.00
3450-52 · S & S Program	9,000.00
3470-52 · S & S Advertising	500.00
3520-52 · Comm. Telephone	360.00
3610-52 · Repair & Maintenance Contracts	1,200.00
3900-52 · Travel	2,500.00
3910-52 · Travel/Conference Registration	<u>500.00</u>
<b>Total Games Room</b>	<b>64,340.00</b>

**Graphics, Marketing & Assessment**

1100-39 · Full-Time Wages	131,146.80
1400-39 · Student Assistant Wages	33,705.00
2100-39 · Full-time Benefits	66,000.00
2200-39 · Student Assistant benefits	1,236.00
3420-39 · S&S Office	2,800.00
3440-39 · S&S Dupli, print and copy	1,800.00
3450-39 · S&S program	12,700.00
3470-39 · S&S Advertising	3,000.00
3520-39 · Comm. Telephone	1,400.00
3530-39 · Postage	300.00
3900-39 · Travel	6,600.00
3910-39 · Conference Registration	<u>1,750.00</u>
<b>Total Graphics, Marketing &amp; Assessment</b>	<b>262,437.80</b>

**Info. Desk**

1400-42 · Student Assistant Wages	65,000.00
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2200-42 · Student Assistant Benefits	2,700.00
3440-42 · S & S Dupl., Print., Copy	2,200.00
3450-42 · S & S Program	1,200.00
3520-42 · Comm. Telephone	<u>3,600.00</u>
<b>Total Info. Desk</b>	74,700.00

**Information Technology**

1100-57 · Full-time Wages	60,000.00
1400-57 · Student Assistant Wages	9,360.00
2100-57 · Full-time Benefits	30,000.00
2200-57 · Student Assistant Benefits	564.00
3420-57 · Office Supplies	1,176.00
3440-57 · Information Technology	24.00
3450-57 · S&S Program Supplies	17,615.00
3460-57 · S&S Dues, Fees and Subscription	14,308.00
3520-57 · Comm. Telephone	1,308.00
3620-57 · Repair & Main. Parts	6,100.00
3900-57 · Travel	1,000.00
3910-57 · IT Conference Registration	<u>3,500.00</u>
<b>Total Information Technology</b>	144,955.00

**Maintenance Services**

1100-63 · Full-Time Wages	166,692.00
1400-63 · Student Assistant Wages	32,700.00
2100-63 · Full-Time Benefits	68,952.00
2200-63 · Student Assistant Benefits	1,968.00
3430-63 · Supplies	57,192.00
3460-63 · Dues, fees	1,900.00
3520-63 · Comm. Telephone	900.00
3610-63 · Service Contracts	32,760.00
3620-63 · Repair Parts	3,600.00
3630-63 · Outside Services	36,000.00
3750-63 · Natural Gas	3,310.00
3760-63 · Sewer	6,900.00
3770-63 · Water	7,850.00
3780-63 · Electricity	293,000.00
3790-63 · Steam	20,700.00
3900-63 · Travel	<u>300.00</u>
<b>Total Maintenance Services</b>	734,724.00

**Music Listening**

1400-37 · Student Assistant Wages	28,200.00
2200-37 · Student Assistant Benefits	1,325.00

3450-37 · S & S Program	4,000.00
3520-37 · Comm. Telephone	<u>240.00</u>
<b>Total Music Listening</b>	33,765.00

**Plant Fund**

5210-80 · Repair/Replace Furn. & Equip.	99,500.00
5220-80 · Repair/Replace Capital Improve.	30,000.00
5230-80 · Minor Equip. & Base Supply	40,000.00
5240-80 · Art Acquisition	5,000.00
5250-80 · Computer/Data Equipment	<u>11,472.32</u>
<b>Total Plant Fund</b>	185,972.32

**Program**

3110-46 · Contract	127,000.00
3120-46 · Rentals	49,000.00
3130-46 · Supplies	25,000.00
3140-46 · Advertising	<u>18,000.00</u>
<b>Total Program</b>	219,000.00

**Program Office**

1100-41 · Full-Time Wages	152,796.00
1400-41 · Student Assistant Wages	40,000.00
2100-41 · Full-Time Benefits	76,398.00
2200-41 · Student Assistant Benefits	2,675.00
3420-41 · S & S Office	3,600.00
3440-41 · S & S Dupli., Print., and Copy	3,600.00
3450-41 · S & S Program	38,500.00
3460-41 · S & S Dues, fees and subscripti	3,000.00
3470-41 · S & S Advertising	4,800.00
3520-41 · Comm. Telephone	4,200.00
3530-41 · Comm. Postage	1,500.00
3900-41 · Travel	20,000.00
3910-41 · Conference Registration	<u>7,600.00</u>
<b>Total Program Office</b>	358,669.00

**RWC Administration**

1100-55 · Full-Time Wages	83,745.00
1400-55 · Student Assistant Wages	11,880.00
2100-55 · F/T Benefits	41,873.00
2200-55 · S.A. Benefits	1,404.00
3340-55 · Insurance	15,000.00
3420-55 · S & S office	2,400.00
3440-55 · S & S Dup., Print., Copy	10,000.00

3450-55 · S & S Program	6,500.00
3460-55 · S & S Dues, Fees, Subscriptions	2,000.00
3470-55 · S & S Advertising	30,000.00
3520-55 · Com. Telephone	2,780.00
3530-55 · Comm Postage	640.00
3900-55 · Travel	24,810.00
3910-55 · Conference Registration	<u>3,500.00</u>
<b>Total RWC Administration</b>	<b>236,532.00</b>
<b>Student Activities (interim)</b>	
1100-90 · payroll	47,600.00
1200-90 · Student Assistants Wages	5,000.00
2200-90 · Student Assistant Benefits	200.00
3420-90 · office Supplies	1,500.00
3450-90 · program Supplies	<u>2,000.00</u>
<b>Total Student Activities (interim)</b>	<b>56,300.00</b>
<b>Union Corp Administration</b>	
1100-59 · Full-Time Wages	153,084.00
1400-59 · Student Assistant Wages	11,340.00
2100-59 · F/T Benefits	76,542.48
2200-59 · S.A. Benefits	1,599.00
3420-59 · S & S Office	2,000.00
3440-59 · S & S Dup., Print., Copy	2,000.00
3450-59 · S & S Supplies	16,000.00
3460-59 · S & S Dues, Fees, Subscriptions	19,600.00
3470-59 · S & S Advertising	4,000.00
3520-59 · Com. Telephone	8,400.00
3530-59 · Com. Postage	300.00
3800-59 · Service other Agencies	258,000.00
3900-59 · Travel	33,000.00
3910-59 · Conference Registration	<u>6,800.00</u>
<b>Total Union Corp Administration</b>	<b><u>592,665.48</u></b>
<b>Total Expense</b>	<b><u>4,788,385.00</u></b>
<b>Net Ordinary Income</b>	<b><u>72,243.00</u></b>
<b>Net Income</b>	<b><u><u>72,243.00</u></u></b>

## Student Fee Process

