Section 1. The Board of Directors shall constitute the total authorized membership of this corporation.

Section 2. The corporate powers, business and affairs of the corporation shall be exercised, conducted, and controlled by a Board of Directors composed of eleven (11) persons as follows:

(a) Three (3) students regularly enrolled for eight (8) or more units each quarter for undergraduate students and four (4) or more units each quarter for graduate students at California State University, East Bay. One student Director shall be the President of the Associated Students or his/her designee from the Associated Student Council and his/her term shall correspond to his/her tenure as President of the Associated Students. Two student Directors are to be appointed in accordance with the California State University, Associated Students, Inc. bylaws.

(b) Three (3) full-time members of the Faculty to be elected at large in the regular election of the Faculty for staggered two (2) year terms commencing on July 1st.

(c) One (1) person from off-campus who is neither an employee of nor a student at the California State University, East Bay appointed by the President of the University for a one (1) year term commencing July 1st.

(d) Four Directors consisting of the President of the University, the Chief Fiscal Officer of the University, and two (2) University Administrators selected by the President of the University to serve a one (1) year term of office commencing July 1st.

Section 3. Vacancies on the Board of Directors occurring other than by expiration of term shall be filled in the same manner as the former Director was elected, selected or designated.

Section 4. If a faculty member of the Board of Directors should cease to be employed at California State University, East Bay during his/her term of office, such a member shall no longer be entitled to remain a member of this Board of Directors.
Section 5. Compensation shall not be paid to any member of the Board of Directors except for actual and necessary expenses which are incurred in the discharge of his/her duties and approved by the Board of Directors.

Section 6. The Board of Directors shall have the power and duty:

(a) To cause to be kept a complete record and minutes of all their acts and proceedings of this corporation;

(b) To appoint and remove agents, employees, and special committees, and fix their duties as may be deemed advisable;

(c) To manage the business of the corporation and to make for it rules and regulations not inconsistent with the Articles of Incorporation, these Bylaws or laws of the State of California;

(d) To incur indebtedness for the conduct of business, the term and amount of which shall be entered in the minutes of the Board. The Chairman and Secretary-Treasurer shall sign officially all evidence of indebtedness;

(e) To supervise all officers, agents, and employees, and see that their duties are properly performed;

(f) To do such other acts as may be authorized by law.

Article II. Officers

Section 1. The officers of this Board shall be:

(a) Chairman; to be President of the University;

(b) Vice Chairman; to be elected by the Board;

(c) Secretary-Treasurer; to be the chief fiscal officer of the University.

Section 2. The Chair, Vice Chair, 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 III. Meetings and Voting of Members and Directors

Section 1.
(a) A Regular Board Meeting shall be held once during each academic quarter (excludes summer quarter);

(b) Social Board Meetings may be called as needed by the Chair or his/her designee;

(c) The time and place of all regular Board and Committee meetings during the upcoming fiscal year shall be established annually at the Fall Quarter Board Meeting.

Section 2.

(a) Written notice of every Board or Committee meeting shall be given to each member at least one week before each meeting and to any individual or medium that has filed a written request for notice. Any request for notice filed pursuant to this section shall be valid for one year from the date on which it is filled unless the request is revoked in writing;

(b) An agenda listing the matters to be considered at each meeting shall be included in the notice for the meeting;

(c) Notwithstanding anything in this Section to the contrary, the Chair may call a special meeting of the Board or Committee by delivering, personally or by mail, written notice to each member of the Board or Committee, and to any medium or other party to be directly affected by a meeting, or any other person who has requested notice in writing. The call and notice of a special meeting shall be delivered at least 24 hours prior to any meeting and shall specify the time and place of the special meeting and the business to be transacted. No other business shall be considered at these meetings by the governing board or committees. Written notice may be dispensed with as to any member who, at or prior to the time the meeting convenes, files with the clerk or the secretary of the governing board or committee a written waiver of notice. The waiver may be given by telegram. Written notice may also be dispensed with as to any member who is actually present at the meeting at the time it convenes.

Section 3. All Meetings of the Board shall be open and public, and all persons shall be permitted to attend any meeting of the Board, provided, however, that the Board may hold closed sessions during any meeting of the Board to consider those matters relating to litigation, collective bargaining, or the appointment, employment, evaluation of performance, or dismissal of any employee, or to hear complaints of charges brought against an employee by another person or employee, unless the employee requests a public hearing. For the purposes of this section, “employee” does not include any person elected or appointed to an office. A board or committee, upon a favorable majority vote of its members, may also hold a closed session to discuss investments where a public discussion could have a negative impact on the auxiliary organization’s financial situation. In this case, final decision shall only be made during public sessions.
Section 4. A majority of the Directors shall constitute a quorum. A simple majority of the quorum shall be necessary for the transaction of business except as may be otherwise specifically provided by statute of the Bylaws.

Section 5. The meeting of this corporation shall be conducted according to the parliamentary rules of procedure specified in Robert’s Rules of Order, latest edition. The Vice Chair shall act as Parliamentarian unless he/she is assuming the Board Chairmanship in the absence of the Chair, in which case he/she shall designate a Board Member as “Temporary Parliamentarian.”

Section 6. Each Director shall have one (1) vote, which said vote may not be cast by proxy.

**Article IV. Committees**

Section 1. There shall be three (2) standing committees of the Board; the Executive Committee and the Research Committee.

Section 2. The Executive Committee shall be empowered to act for the Board and shall report all actions at the next meeting of the Board for review. The Officers of the Board together with two other members elected by the Board at the Fall Quarter Meeting shall constitute the Executive Committee.

Section 3. The standing Research Committee is charged with recommending policy on faculty research and other research-related matters to the CSUEB Foundation Board of Directors. The Research Committee will meet once each year.

The Research Committee shall be composed of five (5) members as follows:

(a) The three (3) elected faculty members of the Foundation Board, one of whom will act as Chair of the Committee;

(b) The Chair of the University Academic Senate Committee on Research, ex officio;

(c) One of the University-appointed administration members of the Foundation Board to be elected by the Board at the Fall Quarter Meeting.

(d) One student member of the Foundation Board to be elected by the Board at the Fall Quarter Meeting.

Section 4. The Board shall have the authority to establish such Ad Hoc Committees as may be necessary. All meetings of committees shall be conducted in accordance with the provisions of Article 3 of Title 2 of the Government Code. Two-thirds of those present at a meeting at which a quorum shall be present is necessary for the transaction of business.
Section 5. The Audit Committee will consist of one Board member (who cannot serve as Chair), one member from the University’s Accounting and Fiscal Services office, one member from the Associated Students Inc. Board, and one member of the community. The Board Chair shall appoint the members of the committee.

Article V. Amendment of Bylaws

Section 1. These Bylaws may be repealed or amended or new Bylaws adopted at a meeting of the Board of Directors by the affirmative vote of two-thirds (2/3) of those present at a meeting at which the quorum shall be present, provided the notice of all proposed amendments, repeals or substitution of new Bylaws shall have been given to each member in the manner prescribed for the holding of regular or special meetings.

Article VI. Miscellaneous Provisions

Section 1. The fiscal year of this corporation shall begin on the first day of July and shall terminate on the following June 30th.

Section 2. This corporation does not contemplate the distribution of gains, profits or dividends to the members thereof.

Section 3. The corporation may have a corporation seal of such design and wording as determined by the Board of Directors.