



CI University Auxiliary Services, Inc.
CSU, Channel Islands
One University Drive
Camarillo, California 93012

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**BYLAWS
OF
UNIVERSITY AUXILIARY SERVICES
(a California Nonprofit Public Benefit Corporation)**

ARTICLE I OBJECTIVES

This Corporation is organized and at all times hereafter will be operated exclusively for the benefit of the California State University Channel Islands ("CSUCI"), in performing its statutorily mandated functions in carrying out its educational purposes. This Corporation and all of its functions and activities are to be operated and conducted in the promotion of its charitable purposes as specified in its Articles of Incorporation. This Corporation shall be operated as an Auxiliary Organization of CSUCI, in accordance with the rules, regulations and policies of the Board of Trustees of the California State University ("Trustees").

ARTICLE II POWERS

This Corporation shall have such powers as are now or may hereafter be granted by the Nonprofit Corporation Law of the State of California, except as limited by the Education Code or the provisions of its Articles of Incorporation or these Bylaws.

ARTICLE III OFFICES

This Corporation shall have and continuously maintain in the County of Ventura, State of California, a principal office for the transaction of this Corporation's business.

ARTICLE IV MEMBERS

Section 1. No Regular Members. In accordance with Section 5310 of the California Nonprofit Public Benefit Corporation Law, this Corporation shall have no members within the meaning of Section 5056 of that law. All actions that would otherwise require approval by a majority of all members or approval by members shall require only approval of the Board of Directors. All rights that would otherwise vest in members shall vest in the Directors.

Section 2. Persons Associated With this Corporation. By resolution, the Board of Directors may create any advisory boards, councils, or other bodies as it deems appropriate. The Board of Directors may also, by resolution, confer upon any such class or classes of such persons some or all of the rights identical to those of a member under the California Nonprofit Public Benefit Corporation Law, other than the right to vote:

- a) For the election of a Director or Directors or an officer or officers; or
- b) On a disposition of all or substantially all of the assets of this Corporation; or
- c) On a merger; or
- d) On a dissolution; or
- e) On changes to this Corporation's Articles of Incorporation or Bylaws.

All such voting rights are vested exclusively in the Board of Directors.

ARTICLE V BOARD OF DIRECTORS

Section 1. Definition of Terms. For the purpose of these Bylaws, "Board of Directors" or "Board" refers to the Board of Directors of this Corporation. "President" refers to the President of CSUCI. "Corporation" means the University Auxiliary Services

Section 2. Powers. Subject to limitations of the Articles of Incorporation and these Bylaws, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board.

Section 3. Number of Directors. The authorized number of Directors shall be seven (7) until changed by amendment of these Bylaws.

Section 4. Selection and Tenure. The composition of the Board of Directors shall be in conformity with Section 42602 of the California Code of Regulations, Title 5, and shall include seven (7) Directors selected by the President of CSUCI to serve terms of three (3) years, with appointments staggered over a three-year period. The exception applies to at least one (1) Director shall be a CSUCI student appointed annually..
Officers of the Board are voted on by the Board itself.

Section 5. Resignation and Removal. Any appointed Director may resign from the Board at any time by giving written notice to the Chair, and the acceptance of such resignation shall not be necessary to make it effective. Directors may be removed from office with or without cause by the President of CSUCI at any time.

Section 6. Vacancies. All vacancies in positions held by Directors shall be filled by the President of CSUCI.

Section 7. Inspection by Directors. Each Director shall have the right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of this Corporation, provided that such Director shall not have the right to inspect those books, records or documents made privileged or confidential by law. Any inspection must be made by the Director in person, provided that the Director may be accompanied by an agent or attorney. The use by a Director of any information, not a matter of public record, received by such Director by reason of being a Director, shall be subject to the prohibitions of Section 89909 of the California Education Code.

Section 8. Compensation of Directors. No Director shall receive any salary or other similar compensation for any services as a Director; however, the Board may authorize the reimbursement of actual and necessary expenses incurred by individual Directors performing duties as Directors or as members of committees.

Section 9. Conflict of Interest. No member of the Board of Directors shall be financially interested in any contract or other transaction entered into by the Board of Directors that is not in accordance with the conflict of interest provisions set forth in Education Code Sections 89906-89909. The following relationships are specifically deemed not permissible:

- a) Any contract, other than an employment contract, directly between this Corporation and a Director.
- b) Any contract between this Corporation and a partnership or unincorporated

- association in which a Director is a partner, or owner, or holder, directly or indirectly, of a proprietorship interest.
- c) Any contract between this Corporation and a for-profit corporation in which a Director is the owner or holder, directly or indirectly, of five percent (5%) or more of the outstanding common stock.

ARTICLE VI DUTIES OF DIRECTORS

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 interests of this Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. 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:

- a) one or more officers or employees of this Corporation whom the Director believes to be reliable and competent in the matters presented;
- b) Counsel, independent accountants, or other persons as to matters that the Director believes to be within any such person's professional or expert competence; or
- c) 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 would cause such reliance to be unwarranted.

ARTICLE VII COMMITTEES

The Board may appoint one or more committees, each consisting of two or more voting Directors, and delegate to such committees any of the authority of the Board except with respect to:

- a) The approval of any action for which the California Nonprofit Public Benefit Corporation Law also requires approval of the members or approval of a majority of all members;
- b) The filling of vacancies on the Board or on any committee;
- c) The amendment or repeal of Bylaws or the adoption of new Bylaws;
- d) The amendment or repeal of any resolution of the Board that, by its express terms, is not so amendable or repeal-able;
- e) The appointment of other committees of the Board or the members of other committees; or
- f) The approval of any conflict of interest transactions as such transactions may be validated pursuant to Education Code Section 89907.

Any committee to which any authority of the Board is delegated must be created, and its members appointed, by resolution adopted by a majority of the authorized number of Directors then in office, provided a quorum is present, and any such committee may be designated an Executive Committee or given another name as the Board shall specify. The Board may appoint, in the same manner, alternate members of any committee who may replace any absent member at any meeting of the committee. The Board shall have the power to prescribe the manner in which proceedings of any of these committees shall be conducted. In the absence of prescription by the Board, a committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or a committee shall otherwise prescribe, the regular and special meetings and other actions of any such committee shall be governed by the provisions of Article VIII applicable to meetings and actions of the Board. Notwithstanding any prescription by the Board or a committee, all regular and special

meetings of each committee shall be subject to the applicable provisions of Article 2 (commencing with Section 89920) of Part 55, Chapter 7, Part 55, Division 8, Title 3 of the California Education Code. Minutes shall be kept of each meeting of each committee when such committee is acting pursuant to a delegation by the Board of Directors pursuant to this article Article VII.

The Audit Committee is established in compliance with the Nonprofit Integrity Act (Act). The Committee is responsible for assuring compliance with the Act, including but not limited to, recommending to the Board of Directors the retention and termination of independent auditors; conferring with the auditors to satisfy committee members that the financial affairs of University Auxiliary Services are in order; reviewing and recommending whether to accept the audit; assuring that any nonaudit services performed by the auditing firm conform with the standards for auditor independence set forth in the latest revision of the Government Auditing Standards issued by the Comptroller General of the United States; and approving performance of nonaudit services by the auditing firm. The Audit Committee, under the Board's supervision, is responsible for making recommendations to the board on the hiring and firing of independent certified public accountants (CPAs).

The Audit Committee may include persons who are not members of the Board. The Audit Committee cannot include staff members, the University President or the Chief Financial Officer/Treasurer.

ARTICLE VIII MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Place of Meeting. Meetings of the Board of Directors shall be held at any place within the State of California that has been designated from time to time by the Board of Directors. In the absence of such designation, meetings shall be held at the principal office of this Corporation.

Section 2. Meetings by Telephone. Any meeting may be held by conference telephone or similar communication equipment, as long as all Directors participating in the meeting can hear one another. All such Directors shall be deemed to be present in person at such a meeting. The conduct of such meetings shall be consistent with the open meeting requirements of Education Code Sections 89920-89928.

Section 3. Annual Meeting. The first annual meeting of the Board of Directors shall be held in May of 2002 prior to the regular meeting of the Board of Directors. Subsequent annual meetings shall be held in May of each year. Such meetings shall be for the purpose of acknowledging the appointment or reappointment, and the specification of terms, of Directors, and electing officers of this Corporation and for the transaction of such other business as may come before the meeting. All such Directors and officers shall assume their offices at the beginning of the regular meeting that follows the annual meeting.

Section 4. Regular Meetings. Regular meetings of the Board of Directors shall be held at least quarterly, with the May meeting designated as the Annual Meeting upon notice in accordance with Section 7 of this Article VIII.

Section 5. Special Meetings. Special meetings of Directors may be called by, or at the direction of, the President or by a majority of the voting Directors then in office, to be held at such date, time and place as shall be designated in the notice of meeting. The call and notice of a special meeting shall be delivered at least twenty-four (24) hours prior to any meeting and shall specify the date, time and place of the meeting and the business to be transacted, and no other business may be conducted at a special meeting.

Section 6. Establishment and Notice of Regular Meetings Pursuant to Education Code Section 89911. The Board of Directors shall annually establish by resolution the date, time and place for holding its regular meetings. The Board of Directors, at least 10 calendar days prior to the date set for any regular meeting, and for any special meeting that is called, at least one (1) week prior to the date set for such special meeting, shall send notice of such

meeting 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 (1) year from the date on which it is filed unless a renewal request

is filed. Section 7. Notice of Meetings.

- a) Notice of the date, time and place of any meeting of the Board of Directors other than annual or special meetings shall be given at least ten (10) calendar days previous thereto by written notice delivered personally or sent by mail, email, or facsimile to each Director at his or her address, email address, or facsimile number as shown on the records of this Corporation. If mailed, such notice shall be deemed to be delivered the next day during which regular mail deliveries are made after the day such notice is deposited in the United States Postal Service in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by email or facsimile, such notice shall be deemed delivered when the email or facsimile is transmitted. The business to be transacted at any regular meeting of the Board shall be specified in the notice of any such meeting.
- b) The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
- c) Notice of a meeting of the Board shall also be given to any persons entitled thereto pursuant to Section 89921 of the California Education Code.

Section 8. Open Meetings. 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 to consider those matters that may lawfully be considered in such sessions under Section 89923 of the California Education Code. Except as set forth in Section 6, of this Article VIII, the Board shall not take action on any issue unless that issue has been publicly posted for at least one week as required by California Education Code Section 89924.

Section 9. Quorum and Manner of Acting. A majority of the number of Directors in office shall constitute a quorum of the Board of Directors for the transaction of business, except to adjourn as provided in Section 11 of this Article VI. Every act or decision done or made by a majority of the Directors present at a meeting at which a quorum is present shall be regarded as the act of the Board of Directors. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of a Director or Directors, if any action taken is approved by at least a majority of the required quorum for that meeting. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of a Board member or Board members, if any action taken is approved by at least a majority of the required quorum for that meeting, except approval of the Annual Budget.

Section 10. Adjourned Meetings. A quorum of the Directors, or in the absence of a quorum, a majority of the Directors present at any Directors' meeting, may adjourn the meeting to meet again at a stated date, time and place. Notice of the date, time, place and business to be transacted at such meeting shall be given to any Directors who were not present at the time of the adjournment.

Section 11. Minutes of Meetings and Conduct. Written minutes of all meetings of the Board of Directors shall be kept. The Board may adopt its own rules of procedure insofar as such rules are not inconsistent with, or in conflict with, these Bylaws, the Articles of Incorporation or the Law.

ARTICLE IX OFFICERS

Section 1. Officers. The Officers of this Corporation shall be a Chair, a Vice Chair, a Secretary and a Treasurer. All Officers shall be selected from among the voting Directors. This

Corporation, at the discretion of the Board, may appoint additional Officers. Any number of offices may be held by the same person except as provided in the Articles of Incorporation or in these Bylaws and except that neither the Secretary nor the Treasurer may serve concurrently as the Chair.

Section 2. Election and Terms of Office. The initial officers of this Corporation shall be appointed by the Board of Directors. Thereafter, the officers of this Corporation, except officers elected or appointed in accordance with the provisions of Section 5 of this Article IX, shall be chosen annually by the Board at its annual meeting and shall serve at the pleasure of the Board.

Each officer shall hold office for a term of one (1) year and until his or her resignation; removal, or other disqualification from service, or until his or her respective successor shall be elected.

Section 3. Subordinate Offices. The Board may elect, and may empower the Chair to appoint, such other officers as the business of this Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the Board may from time to time determine.

Section 4. Removal and Resignation. Any officer may be removed, either with or without cause, by the Board at any time. Any officer may resign at any time by giving written notice to the Chair or the Secretary of this Corporation. An officer's resignation shall take effect when received. Acceptance of the resignation shall not be necessary to make it effective.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to the office, provided that vacancies shall be filled as they occur and not on an annual basis.

Section 6. Chair. The Chair is the General Manager and Chief Executive Officer of this Corporation and has, subject to the control of the Board, general supervision, direction, and control of the business and officers of this Corporation. The Chair shall preside at all meetings of the Board. The Chair has the general powers and duties of management usually vested in the office of president and general manager of a corporation and such other powers and duties as prescribed by the Board.

Section 7. Vice Chair. In the absence or disability of the Chair, the Vice Chair shall perform all the duties of the Chair and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Chair.

Section 8. Secretary. In the absence or disability of the Chair or Vice Chair, the Secretary shall perform all the duties of the Chair and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Chair. The Secretary shall keep or cause to be kept, at the principal office or other place ordered by the Board, a book of minutes of all meetings of the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice given of the meeting, the names of those present at Board and committee meetings, and the proceedings of the meetings. The Secretary shall keep, or cause to be kept, at the principal office in the State of California, the original or a copy of this Corporation's Articles of Incorporation and Bylaws, as amended to date. The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees of the Board required by these Bylaws or by law to be given, shall keep the seal of this Corporation in safe custody, and shall have other powers and perform such other duties as prescribed by the Board.

Section 9. Treasurer. The Treasurer is the Chief Financial Officer of this Corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of this Corporation. The books of account shall at all times be open to inspection by any Director. The Treasurer shall deposit all moneys and other valuables in the name and to the credit of this Corporation with depositories designated by the Board. The Treasurer shall disburse the funds of this Corporation as may be ordered by the Board, and in accordance with Article X below, shall render to the Chair and the Directors, whenever they request it, an account of all transactions as Treasurer and of the financial condition of this Corporation, and shall have other powers and perform other duties as prescribed by the Board.

ARTICLE X
INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER AGENTS

Section 1. Right of Indemnity. To the fullest extent permitted by law, this Corporation shall indemnify its Directors, officers, employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that Section, and including an action by or in the right of this Corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in these Bylaws, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

Section 2. Approval of Indemnity. On written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the Board shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification.

Section 3. Advancement of Expenses. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding covered by those Sections shall be advanced by this Corporation before final disposition of the proceeding, on receipt by this Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by this Corporation for those expenses.

Section 4. Insurance. This Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Directors, employees and other agents, against any liability asserted against or incurred by any officer, Director, employee, or agent in such capacity or arising out of the officer's, Director's, employee's or agents' status as such.

ARTICLE XI
CONTRACTS, LOANS, CHECKS, DEPOSITS AND GIFTS

Section 1. Contracts. The Board of Directors may authorize any officer or agent of this Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of this Corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. This Corporation shall not make any loan of money or property to or guarantee the obligation of any Director or officer unless approved by the Attorney General; provided, however, that this Corporation may advance money to a Director or officer of this Corporation for expenses reasonably anticipated to be incurred in the performance of the duties of such officer or Director, provided that in the absence of such advance, such Director or officer would be entitled to be reimbursed for such expenses by this Corporation. No loan shall be contracted on behalf of this Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.

Section 3. Checks, Drafts, Etc. All checks, drafts, or other orders for payment of money, and all notes or other evidence of indebtedness issued in the name of this Corporation, shall be signed by such officer or officers, agent or agents of this Corporation and in such manner as, from time to time, shall be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of this Corporation shall be deposited from time to time to the credit of this Corporation in such banks, trust companies, or other approved depositories as the Board of Directors may select.

Section 5. Gifts. The Board of Directors may at their discretion accept on behalf of this Corporation any contribution, gift, bequest, or devise for the general purposes or for any specific purpose of this Corporation.

ARTICLE XII MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of this Corporation shall begin on the first day of July and end on the last day of June in each year unless otherwise determined by resolution of the Board of Directors.

Section 2. Rules. The Board of Directors may adopt, amend, or repeal rules not inconsistent with these Bylaws for the management of the internal affairs of this Corporation and the governance of its officers, agents, committees, and employees.

Section 3. Books and Records. This Corporation shall keep correct and complete books and records of account and shall also keep records and minutes of the proceedings of the Board of Directors and committees. Minutes of the Board of Directors and of the committees shall be regularly distributed to each member of the Board of Directors. This Corporation shall provide to the Directors within one hundred twenty (120) days after the close of its fiscal year, its audited financial statement and a report containing any information required by Sections 6321 and 6322 of the California Corporations Code, as amended from time to time.

Section 4. Audits. This Corporation shall have an independent financial audit performed for each fiscal year in accordance with requirements of the Trustees.

ARTICLE XIII AMENDMENT TO BYLAWS

These Bylaws may be amended at any regular meeting of the Board of Directors, or at any special meeting called solely for that purpose, by a majority vote of the total voting membership of the Board of Directors, subject to the approval of the President of CSU

SECRETARY'S CERTIFICATE OF ADOPTION OF BYLAWS OF
UNIVERSITY Auxiliary Services
(a California nonprofit mutual benefit corporation)

I, Ysabel Trinidad, do hereby certify:

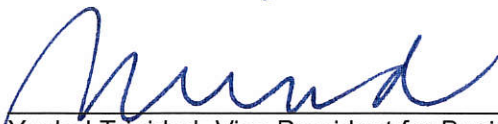
1. That I am the duly elected and acting Secretary of University Auxiliary Services, a California nonprofit public benefit corporation.
2. That the foregoing Bylaws constitute the Bylaws of said Corporation as adopted by the Directors of said Corporation at the Organizational Meeting of the Board of Directors held on November 29, 2018.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 29th day of November 2018.

Signatures

Date

2/14/19



Ysabel Trinidad, Vice President for Business & Financial Affairs, CI