

**BYLAWS OF
THE ASUC STUDENT UNION BOARD OF DIRECTORS**

ARTICLE 0: GENERAL

Section 0.1. The ASUC Student Union Board of Directors (the “Board”) is an organization defined and set forth in the ASUC Commercial Activities and Student Services Agreement (“CASSA”) between the Associated Students of the University of California (“ASUC”) and the University of California, Berkeley (“University”).

Section 0.2. The Board Charter, established and approved by the ASUC and the University on May 16, 2014, was included as Exhibit A of the CASSA.

Section 0.3. These Bylaws serve as a supplement to the Charter to provide clarifying information and procedures for the Board. For any conflicts between the Bylaws and Charter (or CASSA), the Charter (or CASSA) will take precedence.

ARTICLE 1: NAME AND PURPOSE

Section 1.1. Name: See [Charter Section 1.1](#)

Section 1.2. Purpose: See [Charter Section 1.2](#)

ARTICLE 2: MEMBERSHIP

Section 2.1. See [Charter Article 2](#)

ARTICLE 3: DUTIES OF THE BOARD

Section 3.1. See [Charter Article 3](#)

ARTICLE 4: OFFICERS

Section 4.1. See [Charter Article 4](#)

Section 4.2 Election Procedures: The Chair shall notify the Board of the impending election and of the identity of the election administrator two weeks prior to the regular Board meeting during which the election shall occur. Board members who wish to run for Chair or Vice Chair must declare their candidacy to the election administrator one week before the relevant Board meeting and deliver a one-page, optional statement of qualification. At the meeting, the election administrator shall designate a voting Board member who is not currently a candidate for either position to serve as the election observer, who shall aid the election administrator in privately tabulating the secret ballots without disclosing the number of votes cast for each candidate.

Either the election administrator or the observer shall be a student and the other must be a University or Faculty representative. Before the voting process has commenced, each candidate may briefly deliver a short campaign statement to the Board. Each candidate shall be granted at least two minutes to speak and two minutes to answer questions from Board members, with the exact time limit to be determined at the election administrator's discretion.

Section 4.3. Election Administrator: The Chair shall serve as the election administrator unless the incumbent Chair is seeking reelection or the position is vacant. In the case of either event, the most senior member of the Board, who shall be the voting member who has the longest tenure on the Board and who is not a candidate for either position, shall serve as the election administrator. In the case that the position of Chair is vacant, the election administrator shall also assume the duties and responsibilities of the Chair as enumerated in [Section 4.4 of CASSA](#) until the special election of a new Chair. Pursuant to Section 4.2 of these Bylaws, the special election meeting shall take place no sooner than two weeks after the Chair's announcement of their resignation.

Section 4.4 Timeline and Tenure. The annual election for Chair and Vice Chair of the following academic year shall be held at the May Student Union Board meeting. The tenure of both positions shall begin on June 1st of the current academic year and shall conclude on June 1st of the following academic year. In the event of a special election for Chair or Vice Chair, the newly elected individual shall commence their term immediately and serve the remainder of the previous officeholder's term.

ARTICLE 5: MEETINGS

Section 5.1. See [Charter Article 5](#)

Section 5.2 Proxy Votes: [Charter Section 2.5](#) allows Board members to send proxies with prior notice, at the discretion of the Chair. Any person sent as a proxy shall have the same voting rights and privileges as the Board member for the duration of the meeting, or until the proxy is cancelled by the actual Board member, whichever comes first. If unable to identify a non-Board member to be present at the meeting, a Board member may assign their proxy vote to another Board member. A Board member present at a meeting may hold a maximum of three (3) votes (self plus two); however, for the purposes of quorum, proxies shall not be counted.

Section 5.3. Meeting Attendance:

5.3.1 Board members may attend meetings virtually by teleconference or video conference. Virtual attendance shall be equivalent to in-person attendance. A designated proxy shall not be counted towards the requirements for quorum or for a Board member's physical or virtual attendance.

5.3.2 Under [Charter Section 2.5](#), a "valid excuse" for an absence shall be defined as (1) observance of a religious holy day or ceremony which prevents attendance (2) an academic

commitment during the meeting time, limited to mandatory activities that are: directly scored for a grade; for which a course grade is contingent upon satisfactory completion of a requirement that is not otherwise factored into a grade awarded; required for program completion or conferral of a degree; or other academic related activities obligated of a student at the express direction of an instructor or program administrator, which cannot be reasonably arranged at an alternative time (e.g. an exam that cannot be rescheduled, required attendance at an activity that a grade calculated from other scored assessment is contingent upon, a requirement of the academic program, or a student-instructor meeting scheduled at the direction of an instructor), (3) teaching, research, or employment obligations of positions that are commonly held while participating in an academic program,, (4) Jury duty or mandatory appearance for legal/administrative proceedings during the meeting time (5) Illness, health condition, or medical treatment which prevents attendance (6) Death or emergency in the immediate family or (7) A *force majeure* which prevents attendance. This shall be defined as an chance occurrence or unavoidable accident that is not the result of negligence or misfeasance (8) any excuse deemed valid at the discretion of the Chair.

Section 5.4. Board Meeting Agenda Items: New agenda items for the Board's consideration must be submitted to the Chair at least 48 hours in advance of the next Board meeting. Any agenda item not previously discussed and considered by a committee of the Board may be referred to a committee at the discretion of the Chair. If referred to committee, the agenda item shall not be discussed at the Board meeting unless the decision of the Chair is overruled per [Charter Section 5.5](#). Any item discussed at committee and recommended for the Board's consideration by that committee shall be placed on the agenda for the next Board meeting.

Section 5.5. Board Agenda: The Chair shall draft and provide an agenda to the Board members at least 36 hours in advance of a meeting. If needed, the Chair may send agenda revisions to the Board up until 24 hours prior to the meeting. No changes to the agenda shall be made within 24 hours of the Board meeting. If necessary, the agenda can be altered during a meeting by the Board, following the rules and procedures of the Board.

Section 5.6. Public Notice: The Chair and Committee Chairs shall also be responsible for public notice at least 48 hours in advance of a meeting. Public notice shall be defined as posting the draft agenda on the SU Admin website as well as the draft agenda being sent by electronic mail to any persons who had requested such information be sent to them.

Section 5.7. Meeting Minutes: The minutes for all Board and Committee meetings shall be posted on the SU Admin website within two (2) weeks of approval.

Section 5.8. Executive Session: Per [Charter Section 5.8](#), the Board or its committees may hold Executive Session only when issues of litigation, investment, property acquisition, personnel, or final evaluation of RFP or RFI's for the operation ASUC Commercial Activities and SU Student Services are to be considered. Only voting members of the Board may be present for the duration of Executive Session unless the presence of a non-Board member or *ex-officio*

member is permitted by a $\frac{2}{3}$ vote of the Board prior to entering into Executive Session. Notwithstanding any of the language in this section, any member of the ASUC Senate or Graduate Assembly Executive Board may attend and participate as an observer in any meeting of the Board or its committees per [Charter Section 5.8](#).

ARTICLE 6: COMMITTEES

Section 6.1. See [Charter Article 6](#)

Section 6.2. Committee Appointments: Per [Charter Section 6.1](#), committee members shall be appointed by the Chair, with the advice and consent of the Board. Nominations for committee membership may be submitted to the Chair by a Board member at any time. Within 60 days of receipt of a nomination, the Chair shall report to the Board their decision regarding the appointment.

Section 6.3. Committee Meeting Agenda: Committee agendas shall be prepared and distributed to the Board and its respective committee members by the committee Chair at least 48 hours in advance of the meeting. The agenda for a committee meeting shall consist of items related to the committee's duties as outlined in [Charter Article 6](#), or those items as directed by the Board or Chair for committee consideration.

Section 6.4. Subcommittees: Committee Chairs may appoint *ad hoc* subcommittees to consider questions before the Committee. Committee Chairs shall inform the Board of the formation of such a subcommittee either in writing or during the time allotted for Committee Chair reports during Board meetings. Such subcommittees shall dissolve on the completion of their task. *Ad hoc* subcommittees may consist of Board or Committee members or their designees and members of the broader campus community, including students, administrators, and Student Union staff.

Section 6.5. Quorum: A majority of the members of a Committee (with at least two students present) shall constitute a quorum to conduct business. The Committee may also overrule a decision of the Chair of the Committee with a two-thirds ($\frac{2}{3}$) vote.

Section 6.6. Staff Search Committees: Personnel search committee rosters shall be approved by the Organization and Governance Committee pursuant to [Section 6.2](#) of the Student Union Board Charter. In approving the roster, the Committee shall consider recommendations made by the ASUC Senate and the Graduate Assembly delegates pursuant to the ASUC Senate's [SR 16/17-086](#). One student shall serve as the search committee chair or co-chair.

ARTICLE 7: AMENDMENTS

Section 7.1. Charter Amendments: See [Charter Article 7](#).

Section 7.2. Bylaws Amendments: In accordance with [Charter Section 8.1](#), the establishment of new Bylaws or revisions to existing Bylaws requires a two-thirds ($\frac{2}{3}$) vote of the Board. The Organization and Governance Committee of the Board shall be responsible for reviewing all Bylaw creations or updates and shall engage in an annual review of any established Bylaws. An updated copy of any Board Bylaws must be publicly available and shall be posted on the SU Admin website at all times. If the Board's Bylaws are updated, the revised copy of the Bylaws must be posted on the SU Admin website within two (2) weeks of the revision approval by the Board.

Bylaws approved and adopted by the Board on 4/25/18.