

CERTIFICATE OF BYLAWS

OF THE

ASSOCIATED STUDENTS OF CALIFORNIA

MARITIME ACADEMY, INC.

A California Nonprofit Corporation

ARTICLE I: NAMES

Section 1. **NAME**

The name of the corporation is the Associated Students of the California Maritime Academy, Inc.

Section 2. **DEFINITION OF NAMES**

For the purposes of this document, the corporation may be referred to herein after as "ASCMA," "the association," "ASI Board," or "ASI". The California State University Maritime Academy may be referred to as "CSUMA", "Cal Maritime", or "University."

ARTICLE II: CORPORATE PURPOSE

Section 1. **PURPOSES**

The Corporation shall have such purposes as are now or may hereafter be set forth in its Articles of Incorporation.

Section 2. **GENERAL AND SPECIFIC PURPOSES**

The specific purpose of this Corporation is to sponsor, promote, and conduct essential activities closely related to but not normally included as a part of the instructional program of the California State University Maritime Academy, subject to the laws of the State of California and the regulations, policies and procedures of the Board of Trustees of The California State University. With the specific objective of serving the needs of California State University Maritime Academy students, the Corporation exists to develop student leadership skills through participation in self-governance, enhance the quality of campus life for students and the entire California State University Maritime Academy community, and provide a forum for representing the interests of the entire student body.

ARTICLE III: OFFICE AND MEMBERS

Section 1. **PRINCIPAL OFFICE OF THE CORPORATION**

The corporation shall have and continuously maintain in the County of Solano, State of California, a principal office for the transaction of the corporation's business, and may have such other offices within the State of California as the Board of Directors may from time to time determine.

Section 2. **MEMBERS**

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

Section 3. **PERSONS ASSOCIATED WITH THE CORPORATION**

By resolution, the Board of Directors may create any executive committees, advisory boards, councils, honorary memberships or other bodies as it deems appropriate. Such associated parties shall have such rights and obligations as the Board finds appropriate 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 the corporation;
or
- (c) on a merger; or
- (d) on a dissolution; or
- (e) on changes to the corporation's Articles of Incorporation or Bylaws; all such voting rights being vested exclusively in the Board of Directors.

ARTICLE IV: BOARD OF DIRECTORS

Section 1. **BOARD OF DIRECTORS**

For the purposes of these Bylaws, "Board of Directors" or "Board" refers to the Board of Directors of the corporation, unless otherwise specifically indicated. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation law, the corporation's Articles of Incorporation, these Bylaws, and any other applicable laws, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised by or under the direction of the Board.

1.1 General Powers: All the business and affairs of the corporation shall be managed and controlled by the Board of Directors. The Board may delegate the management of the corporation's activities to person(s), management company, or committees, however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. No assignment, referral, or delegation of authority by the Board or anyone acting under such delegation shall preclude the Board from exercising full authority over the conduct of the corporation's activities, and the Board may rescind any such assignment, referral, or delegation at any time.

1.2 Specific Powers: Without prejudice to its general powers, but subject to the same limitations set forth above, the Board shall have the following powers in addition to any other powers enumerated in these Bylaws and permitted by law.

- (a) To select and remove all of the officers, agents and employees of the corporation and to fix their compensation.
- (b) To conduct, manage and control the affairs and activities of the corporation and to make such rules and regulations therefore which are not inconsistent with the law, the corporation's Articles of Incorporation or these Bylaws, as it deems best;
- (c) To adopt, make and use a corporate seal and to alter the form of the seal from time to time, as it deems best;
- (d) To borrow money and incur indebtedness for the purpose of the corporation, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and

securities therefore;

- (e) To carry on a business at a profit and apply any profit that results from the business activity to any activity in which it may lawfully engage;
- (f) To act as trustee under any trust incidental to the principal object of the corporation, and receive, hold, administer, exchange and expend funds and property subject to such trust;
- (g) To acquire by purchase, exchange, lease, gift, devise, bequest, or otherwise, and to hold, improve, lease, sublease, mortgage, transfer in trust, encumber, convey or otherwise dispose of real and personal property;
- (h) To assume any obligations, enter into any contracts or other instruments, and do any and all other things incidental or expedient to the attainment of any corporate purpose.

1.3 Roles and Responsibilities of Board Members: In the spirit of shared governance, the ASI Board is intentionally structured to include a diversity of thought and opinion in order to make the most educated and thoughtful decisions. As such, each Director is elected/appointed to further the mission of the university, which supports student learning and student development on the Cal Maritime campus. Directors must come to meetings prepared and ready for discussions and decisions that will further the Cal Maritime and ASI missions, which meet the needs of the diverse student body. Board members are not present for self-gain or to represent individual constituents, but rather Board members are present to contribute and make decisions in the best interest of ASI, Cal Maritime and the entire student body.

- (a) The only time when ASI entity leaders may represent their individual entity is when they are giving their entity reports and budget presentations. In addition, entities may also address the Board with individual issues when there is a university-wide impact or the issue goes beyond their scope.
- (b) The only time when the External Affairs Officer may represent the community is when this individual is giving the External Affairs report. The External Affairs Officer may express how they believe an ASI initiative will affect the community; however when making Board decisions, the External Affairs Officer must make decisions in a manner which supports the University and ASI missions.

1.4 Eligibility for Elected and Appointed Positions: In order to assume or remain in an elected, appointed, or confirmed position in the Association, a person must be a currently registered student at the California Maritime Academy, unless the position is explicitly designated as non-student.

In addition to regular membership in the Association, a student must also meet the following academic requirements in order to be eligible for elected office or appointed or confirmed positions in the ASCMA, or have a waiver. Monthly progress reports are to be turned into the Executive Director to ensure compliance with the following requirements:

- (a) Any student elected or appointed to the ASCMA Board of Directors or any ASCMA Committee shall be in good academic standing and have no less than a 2.0 term grade point average and 2.5 cumulative grade point average.
- (b) During the term of office, students elected or appointed to the ASCMA Board of Directors or any ASCMA Committee shall be enrolled in no less than seven academic credits and maintain no less than a 2.0 term grade point average and 2.5 cumulative grade point average.
- (c) Incumbents may not be on academic or disciplinary probation.

1.5 Responsibilities of ASI Entities: Student Government has been designated by the auxiliary as the Associated Students, Incorporated, as it captures the voice, engagement, current commentary, and history of the California State University Maritime Academy student body. With this designation come the following responsibilities:

- (a) Entities must support the ASCMA mission and be in compliance with associated governing documents.
- (b) Entities are entrusted with budgets and must act in a fiscally responsible and ethical manner at all times. Each Entity must comply with all university requirements, policies and procedures and must maintain an up-to-date membership list with the ASCMA Office. Entity officers and members must maintain a 2.5 cumulative grade point average and a 2.0 semester grade point average, including committee appointments.
- (c) Each entity may be assigned office space, supplies, and equipment within the Student Union. This space and associated items must be utilized to further the University and entity missions. Office space, supplies and equipment are not to be used for personal gain and must be treated with great respect to ensure its usage for future generations.

Section 2. **SELECTION AND TENURE**

All subsequent ASCMA members shall be selected as follows and for the following terms:

2.1 Executive Board Members:

- (a) President
 - (i) The President shall be elected by a plurality vote in the General Election of all eligible participants in accordance with the ASCMA Election Code. The election shall be held during the spring semester for the following Academic Year.
 - (ii) The elected President shall assume office as specified in the current Election Packet. The term runs until the day prior to the subsequent President assumes office.
- (b) Vice President
 - (i) The Vice President shall be elected by a plurality vote in the General Election of all eligible participants in accordance with the ASCMA Election Code. The election shall be held during the spring semester for the following Academic Year.
 - (ii) The elected Vice President shall assume office as specified in the current Election Packet. The term runs until the day prior to the subsequent Vice President assumes office.
- (c) Director of Student Affairs
 - (i) The Director of Student Affairs shall be elected by a plurality vote in the General Election of all eligible participants in accordance with the ASCMA Election Code. The election shall be held during the spring semester for the following Academic Year.

- (ii) The elected Director of Student Affairs shall assume office as specified in the current Election Packet. The term runs until the day prior to the subsequent Director of Student Affairs assumes office.
- (d) Director of Communications
 - (i) The Director of Communications is an appointed Executive position and shall be selected by the Executive Committee.
 - (ii) The appointed Director of Communications shall assume office on the first day of the Fall Semester and will remain in office until the last day of the Spring Semester.
- (e) Chief of Staff
 - (i) The Chief of Staff is an appointed Executive position and shall be selected by the Executive Committee.
 - (ii) The appointed Chief of Staff shall assume office on the first day of the Fall Semester and will remain in office until the last day of the Spring Semester.

2.2 Other Board Members:

- (a) School Senators
 - (i) The School Senators (two from each School, one upperclassman and one underclassman) shall be elected by a plurality vote in the General Election of all eligible participants of the respective represented class year in accordance with the ASCMA Election Code. The election shall be held during the spring semester for the following Academic Year.
 - (ii) The elected School Senators shall assume office as specified by the current Election Packet. The term runs until the day prior to the subsequent School Senators assumes office
- (b) Chair of the Board
 - (i) The Chair of the Board is an appointed Board position and shall be selected by the Executive Committee.
 - (ii) The appointed Chair of the Board shall assume office on the first day of the Fall semester and will remain in office until the last day of the Spring Semester.

2.3 Liaisons:

- (i) Corps of Cadets, to be appointed by the Corps Commander.
- (ii) Housing and Residential Life, to be appointed by the Student Hall Director.
- (iii) Alumni Affairs, to be appointed by the campus Director of Alumni and Annual Giving.
- (iv) Peer Health Educators, to be appointed by the campus Peer Health Educator Coordinator.
- (v) Veterans, to be appointed by the on-campus Veterans organization
- (vi) Community Engagement, to be appointed by the campus Community Engagement office.
- (vii) Sustainability Advocate, to be appointed by the campus sustainability efforts

2.4 Coordinators:

- (a) Budget Coordinator
 - (i) The Budget Coordinator is an appointed ex-officio member position and shall be selected by the Vice President with the approval of the Executive Committee.
 - (ii) The appointed Budget Coordinator shall assume office on the first day of the Fall Semester and will remain in office until the last day of the Spring Semester.
- (b) Grant Proposal Coordinator
 - (i) The Grant Proposal Coordinator is an appointed ex-officio member position and shall be selected by the Vice President with the approval of the Executive Committee.
 - (ii) The appointed Grant Proposal shall assume office on the first day of the Fall Semester and will remain in office until the last day of the Spring Semester.
- (c) Student Affairs Coordinator
 - (i) The Student Affairs Coordinator is an appointed ex-officio member position and shall be selected by the Director of Student Affairs with the approval of the Executive Committee.
 - (ii) The appointed Student Affairs Coordinator shall assume office on the first day of the Fall Semester and will remain in office until the last day of the Spring Semester.
- (d) Judicial Advocate
 - (i) The Judge Advocate is an appointed ex-officio member position and shall be selected by the Director of Student Affairs with the approval of the Executive Committee.
 - (ii) The appointed Judicial Advocate shall assume office on the first day of the Fall Semester and will remain in office until the last day of the Spring Semester.
- (e) Graphic Design Coordinator
 - (i) The Graphic Design Coordinator is an appointed ex-officio member position and shall be selected by the Director of Communications with the approval of the Executive Committee.
 - (ii) The appointed Graphic Design Coordinator shall assume office on the first day of the Fall Semester and will remain in office until the last day of the Spring Semester.
- (f) Event Coordinators
 - (i) The Event Coordinators are appointed ASCMA members and shall be selected by the Executive Committee.
 - (ii) The appointed Event Coordinators shall assume office on the first day of the Fall Semester and will remain in office until the last day of the Spring Semester.

Section 3. **EVENTS CAUSING VACANCIES ON BOARD**

A vacancy or vacancies on the Board of Directors shall occur in the event of:

- (a) The death of any director;
- (b) Resignation of any Director;
- (c) The declaration by resolution of the Board of a vacancy in the office of a Director who has been convicted of a felony, declared of unsound mind by a court order, or found by final order or judgment of any court to have breached a duty under California Non-Profit Public Benefit Corporation Law, Chapter 2, Article 3;
- (d) Violations of the student code of conduct which result in disciplinary probation, suspension, or expulsion;
- (e) Failure to maintain the required grade point average (term and cumulative);
- (f) Three or more unexcused absences from standing Board meetings.
- (g) The declaration by a two thirds (2/3) majority resolution of the Board stating a lack of faith in the ability of the Director to fulfill posted duties, dissatisfied by their service, or behaved in a manner unbecoming of an officer of this corporation.

Section 4. **RESIGNATION OF DIRECTORS**

Except as provided below, any Director may resign by giving written notice to the ASCMA President or Executive Director. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a Director's resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective.

Section 5. **VACANCIES**

With time allowing, any vacancy occurring on the Board of Directors shall be filled by the Board of Directors.

- (a) If the Executive Director is no longer able to fulfill the duties associated with the ASI Board of Directors, the University President will make a new appointment which will be confirmed by a simple majority vote of the Board.
- (b) If a Board member is no longer able to fulfill the duties associated with the ASI Board of Directors, the Board of Directors will vote to confirm a replacement to fill the position.

ARTICLE V: COMPENSATION OF BOARD AND MEMBERS

Section 1. **COMPENSATION ASCMA OFFICERS**

1.1 Executive Staff:

- (a) The President, CEO of ASI will receive compensation with a value equivalent to full in-state tuition costs for the current Academic Year, excluding the summer term.
- (b) The Vice President, CFO of ASI will receive compensation with a value equivalent to ninety percent (90%) of in-state tuition costs for

- the current Academic Year, excluding the summer term.
 - (c) The Director of Student Affairs will receive compensation with a value equivalent to seventy-five percent (75%) of in-state tuition costs for the current Academic Year, excluding the summer term.
 - (d) The Director of Communications shall be compensated according to current Job Description.
 - (e) Chief of Staff shall be compensated according to current Job Description.
- 1.2 Other Board Members:
- (a) School Senators are ineligible for compensation or stipends.
 - (b) The Chair of the Board shall be compensated according to current Job Description.
- 1.3 Coordinators:
- (a) The following Coordinators are eligible for compensation and may receive appropriate remuneration during the academic year:
 - (i) Budget Coordinator shall be compensated according to current Job Description.
 - (ii) Grant Proposal Coordinator shall be compensated according to current Job Description.
 - (iii) Student Affairs Coordinator shall be compensated according to current Job Description.
 - (iv) Judicial Advocate Senators are ineligible for compensation or stipends.
 - (v) Graphic Design Coordinator shall be compensated according to current Job Description.
 - (vi) Event Coordinators shall be compensated according to current Job Description.

ARTICLE VI: DUTIES OF ASCMA OFFICERS

Section 1. EXECUTIVE STAFF

1.1 President, CEO

The President shall follow the duties set forth below during the term of office:

- (a) To serve as the chief representative of and spokesperson for the Association, and to monitor the health and well-being of the Association and the student body which it represents.
- (b) To have authority to call meetings of the Association and ASCMA Board, and to preside at such meetings.
- (c) To have the power of veto over actions of the ASCMA Board. Such veto may be overridden by a two-thirds (2/3) vote of the entire ASCMA Board, during the semester in which the action takes place. The President must exercise the option of veto within seven (7) days of legislative action by the ASCMA Board.
- (d) To direct, by Executive Order, the taking of actions which are urgent and necessary to maintain the functioning of the ASCMA until the ASCMA Board can meet. Any Executive Order automatically expires at the third regular ASCMA Board meeting following issuance of the order, or upon termination by the ASCMA Board by

a majority of those voting, a quorum being present to do business. All Executive Orders must be written and submitted to all voting board members via email the day that the Executive Orders go into effect.

- (e) To present the position of the ASCMA in matters involving other campuses, schools, and students outside the California State University Maritime Academy.
- (f) To be the primary ASCMA representative to the California State Student Association and such other student associations in which membership is held.
- (g) To present the position of the Association in discussions with the Academy, its administrative officers, and faculty concerning student rights, campus regulations, and other areas of institutional policy.
- (h) To have signatory authority for any expenditure of the association up to five thousand dollars.
- (i) To appoint members of the campus community and the ASCMA Board to University committees requesting a representative of ASCMA.
- (j) To excuse absences of directors or officers.
- (k) To serve all other duties as designated in current Job Description.
- (l) To attend all weekly ASCMA meetings.
- (m) Recommended to serve four (4) office hours per week.

1.2 Vice President, Director of Finance, CFO

The Vice President shall follow the duties set forth below during the term of office:

- (a) To serve as the second ranking representative of the Association, and perform the duties of the President in the President's absence.
- (b) To assume the duties of the President in the event of the resignation, recall, or temporary or permanent disability of the President, until such time as a replacement is selected or elected.
- (c) To ensure that the fiscal actions directed by the ASCMA Board are carried out.
- (d) To oversee preparation of the annual ASCMA budget and present detailed reports of the financial condition of the Association to the ASCMA Board.
- (e) To recommend financial policy and guidelines for the Association.
- (f) To review and approve all expenditures within the budget of the Association.
- (g) To maintain an accurate listing of property, equipment, and other assets of the Association.
- (h) To serve all other duties as designated in current Job Description.
- (i) To attend all weekly ASCMA meetings.
- (j) Recommended to serve four (4) office hours per week.

1.3 Director of Student Affairs

The Director of Student Affairs shall follow the duties set forth below during the term of office:

- (a) To serve as chairperson of the Elections Committee.
- (b) To charter and oversee the recognition process for all clubs and student organizations.
- (c) To determine the need for and the assignment of office and storage space or equipment to student clubs and organizations recognized by the ASCMA.
- (d) To oversee the Judicial Advocates and initiations related to Student Conduct.
- (e) To advance sustainable practices as recommended by the Sustainability Liaison.
- (f) To serve all other duties as designated in current Job Description.
- (g) To attend all weekly ASCMA meetings.
- (h) Recommended to serve four (4) office hours a week.

1.4 Director of Communications

The Director of Communications shall follow the duties set forth below during the terms of office:

- (a) To oversee the Communications department and the various publications of ASCMA.
- (b) To provide advance advertising of all ASCMA events and functions, as well as providing coverage and publicity of ASCMA events and functions.
- (c) To work closely with the other departments within ASCMA to ensure maximum coverage of ASCMA operations.
- (d) To utilize and develop methods of communication and advertising to maximize outreach and impact.
- (e) To liaise with the University to co-sponsor events and functions and coordinate marketing efforts.
- (f) To serve all other duties as designated in current Job Description.
- (g) To attend all weekly ASCMA meetings.
- (h) Recommended to serve four (4) office hours a week.

1.5 Chief of Staff, Director of Administration

The Chief of Staff shall follow the duties set forth below during the term of office:

- (a) To provide support to and advise the members of the Executive Committee.
- (b) To serve as the Co-Chair of the Executive Committee.
- (c) To have a thorough understanding of Robert's Rules.
- (d) To record the Minutes of the Board Meetings.
- (e) To maintain the office, records, and contact information.
- (f) To ensure all ASI Operating Documents are updated and current.
- (g) To oversee the Administration Department, and ensure duties are being followed.
- (h) To coordinate performance reviews for ASCMA personnel.
- (i) To send out correspondence with regards to the Executive Committee.
- (j) To serve all other duties as designated in current Job Description.

- (k) To attend all weekly ASCMA meetings.
- (l) Recommended to serve one (1) office hour per day.

Section 2 **OTHER BOARD MEMBERS**

- 2.1 School Senators
 - (a) Refer to current Job Description
- 2.2 Chair of the Board
 - (a) To chair the weekly ASCMA Board of Directors Meetings.
 - (b) To maintain order and discipline during meetings.
 - (c) To oversee the School Senators and their projects, ensuring objectives are met.
 - (d) To ensure that Bylaws and legal requirements are observed during meetings.
 - (e) Remain up to date on all Gloria Romero Act and Robert's Rules changes and procedures.
 - (f) To serve all other duties as designated in current Job Description.
 - (g) To attend all weekly ASCMA meetings.
 - (h) Recommended to serve one (1) office hour a week.

Section 3 **COORDINATORS**

- 3.1 Budget Coordinator
 - (a) Refer to current Job Description
- 3.2 Grant Proposal Coordinator
 - (a) Refer to current Job Description
- 3.3 Student Affairs Coordinator
 - (a) Refer to current Job Description
- 3.4 Judicial Advocate
 - (a) Refer to current Job Description
- 3.5 Graphic Design Coordinator
 - (a) Refer to current Job Description
- 3.6 Event Coordinator
 - (a) Refer to current Job Description

ARTICLE VII: MEETINGS

Section 1.1 **OFFICIAL MEETINGS**

The Board shall meet once a week during the Fall and Spring Semester as an official Board of Directors, unless the following occurs:

- (a) A holiday which closes the University for the day.
- (b) A University event which makes the Board unable to meet.
- (c) With official notice of the ASCMA President or Executive Director.

Section 1.2 **OPEN MEETINGS**

All meetings shall be conducted as to comply with open meeting regulations, including, but not limited to, requirements of the Gloria Romero Act (California Education Code 89305-7.4)

Section 1.3 **PUBLIC NOTICE OF MEETINGS**

Notwithstanding any other requirements contained in these Bylaws, all meetings of the Board of Directors of the corporation shall be held in compliance with all applicable requirements of the Education Code (Section 89920, et seq.)

Section 1.4 **MEETINGS BY TELEPHONE OR OTHER TELECOMMUNICATIONS EQUIPMENT**

Any Board meeting may be held by conference telephone, video screen communication, or other communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if all of the following apply:

- (a) Each member participating in the meeting can communicate concurrently with all other members.
- (b) Each member is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Board.
- (c) The Board has adopted and implemented a means of verifying both of the following:
 - (i) A person communicating by telephone, video screen, or other communications equipment is a Director entitled to participate in the Board meeting.
 - (ii) All statements, questions, actions or votes were made by that Director and not by another person not permitted to participate as a Director.

Section 2. **NOTICE OF MEETINGS**

- 2.1 Notice of the time and place of meetings shall be given to each Director by one or more of the following methods:
 - (a) personal delivery of written notice.
 - (b) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate that notice promptly to the Director.
 - (c) electronic mail.
- 2.2 The notice shall state the time of the meeting and the place, if the place is other than the corporation's principal office. The notice need not specify the purpose of the meeting.

Section 3. **QUORUM**

A simple majority of the authorized number of Directors shall constitute a quorum for the transaction of any business, except adjournment. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be an act of the Board.

Section 4. **ADJOURNMENT**

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

Section 5. **NOTICE OF ADJOURNED MEETING**

Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than twenty-four (24) hours, in which case notice shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

ARTICLE VIII INDEMNIFICATION

Section 1. INDEMNIFICATION OF DIRECTORS, OFFICERS, AND OTHER AGENTS

- 1.1 Right of Indemnity: To the fullest extent permitted by law, the 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 the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this Bylaw, shall have the same meaning as in Section 5238(a) of the California Corporations Code.
- 1.2 Approval of Indemnity: On written request to the Board of Directors 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 2. ADVANCEMENT OF EXPENSES

To the fullest extent permitted by law and except as otherwise determined by the Board of Directors 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 the corporation before final disposition of the proceeding, on receipt by the 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 the corporation for those expenses.

Section 3. INSURANCE

The 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 agent's status as such.

ARTICLE IX: COMMITTEES

Section 1. COMMITTEES

- 1.1 Creation of Powers of Committees: The Board of Directors, by resolution adopted by a majority of the Directors then in office, may create one or more committees, each consisting of one or more directors and may include persons who are not Directors, to serve at the pleasure of the Board. Appointments to committees of the Board shall be by majority vote of the Directors then in office/authorized number of Directors. The ASCMA Board of Directors retains oversight responsibility, and all of the activities and powers

exercised by the committee are under the ultimate direction of the Board. No committee may:

- (a) Fill vacancies on the Board or any committee of the Board;
- (b) Fix compensation of the Directors for serving on the Board or on any committee;
- (c) Amend or repeal Bylaws or adopt new Bylaws;
- (d) Amend or repeal any resolution of the Board that by its express terms is not so amendable or repeal-able.
- (e) Create any other committees of the Board or appoint the members of committees of the Board;
- (f) Expend corporate funds to support a nominee for Director if more people have been nominated for Director than can be elected; or
- (g) Approve any contract or transaction to which the corporation is a party and in which one or more of its Directors has a material financial interest (except as special approval is provided for in Corporations Code Section 5233(d)(3)). Any such action must be taken consistent with all applicable conflict of interest laws.

1.2 Meetings and Action of Committees: Meetings and actions of committees of the Board of Directors shall be governed by, held, and taken under the provisions of these Bylaws concerning meetings, other Board actions, and the Education Code, if applicable, to the particular committee, except that the time for general meetings of such committees and the calling of special meetings of such committees may be set either by Board resolution or, if none, by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. The Board may adopt rules for the governance of any committee as long as the rules are consistent with these Bylaws. If the Board has not adopted rules, the committee may do so.

1.3 Standing Committees: The following committees are standing committees:

- (a) Executive Committee: The Executive Committee shall comprise of the President as the Chair, the Vice President, the Director of Student Affairs, Director of Communications, the Chair of the Board, the Chief of Staff, and advised by the Executive Director. The Executive Committee shall have the authority to, but not be limited to, serve as the personnel committee, review committee, rules committee, and internal affairs committee. This Committee shall review all staff, elected and appointed representatives, contractors, and employees of the ASCMA on an as needed basis. There will also be an annual review of the Executive Director as near as possible to the end of the terms of office.
- (b) Election Committee: The Election Committee shall comprise of, at a minimum, the Director of Student Affairs as the Chair, all the members of the Executive Committee not running for election, two (2) Students at Large, and an employee of the University (CSUMA) as appointed by the Executive Committee. The Election Committee shall organize the ASCMA election process; promote maximum participation from candidates and electors; and ensures proper, fair, and impartial elections as prescribed by the Election Code.

- (c) Application Committee: The Application Committee shall comprise of, at a minimum, an Executive Committee member as the Chair, two (2) AS Board Members, and one (1) Student at Large. The Application Committee shall review, update, create, and remove ASCMA positions and job applications and descriptions as needed, sending a report before the ASCMA Board with the Committee recommendations.

ARTICLE X: CONDUCT OF THE BOARD OF DIRECTORS

Section 1. **CONDUCT OF THE GOVERNING BOARD**

- 1.1 Contracts with Directors and Officers: No Director of this corporation nor any other corporation, firm, association, or other entity in which one or more of this corporation's Directors are Directors or have a material financial interest, shall be interested, directly or indirectly, in the contract or transaction, unless (a) the material facts regarding that Director's financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the Board prior to the Board's consideration of such contract or transaction; (b) such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the votes of the interested Directors;

(c) before authorizing or approving the transaction, the Board considers and in good faith decides after reasonable investigation that the corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (d) the corporation for its own benefit enters into the transaction, which is fair and reasonable to the corporation at the time the transaction was entered into. This section does not apply to a transaction that is part of an educational or charitable program of this corporation if it (a) is approved or authorized by the corporation in good faith and without unjustified favoritism, and (b) results in a benefit to one or more Directors or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this corporation. All actions taken under this Article must be made in compliance with all applicable conflict of interest laws.
- 1.2 Use of Non-Profit Information: ASI Board of Directors may not utilize any information, not a matter of public record, which is received by them by reason of their membership on the ASI Board, for personal pecuniary gain, regardless of whether they are or are not a member of the ASI Board at the time such gain is realized.

ARTICLE XI: EXECUTIVE DIRECTOR

Section 1. **EXECUTIVE DIRECTOR**

- 1.1 The Executive Director shall ensure that the will of the Board is carried out in a fiscally and legally responsible manner. The Executive Director is required and has the right to attend every Board meeting, unless specifically excused by the Board; as well as the Executive Committee Meetings. The Executive Director may express opinions about matters up for discussion and present reports to Board meetings.

- 1.2 In the event the Board is dissatisfied by the service of the Executive Director, the Board may motion for a vote to terminate employment of the Executive Director which will require a two thirds (2/3) majority. If the Executive Director has been let go, the University Administration and Board will work diligently to find a suitable replacement through the process described by Section 1.3 of this Article. Until such a replacement has been found, the ASCMA President will fulfill the duties and have the authority of an interim Executive Director.
- 1.3 The Executive Director shall be appointed by the University President and confirmed by a simple majority of the Board.

ARTICLE XII: FISCAL ARRANGEMENTS

Section 1. CONTRACTS, CHECKS, DEPOSITS AND GIFTS:

- 1.1 Contracts: The Board of Directors may authorize any officer or agent of the 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 the corporation, and such authority may be general or confined to specific instances.
- 1.2 Borrowing: No loan shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a simple majority vote of the Board of Directors.
- 1.3 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 the corporation shall be signed by the Vice President, or ASCMA President.
- 1.4 Deposits: All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.
- 1.5 Gifts: The Board of Directors may at their discretion accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any specific purpose of the corporation.

ARTICLE XIII: MISCELLANEOUS

Section 1. MISCELLANEOUS

- 1.1 Fiscal Year: The fiscal year of the corporation shall begin on the first day of July and end the last day of June in each year unless otherwise determined by simple majority vote of the Executive Committee.
- 1.2 Rules: The Executive Committee may adopt, amend or repeal rules consistent with these Bylaws for the management of the internal affairs of the corporation and the governance of its officers, agents, committees and employees.
- 1.3 Books and Records: The corporation shall keep correct and complete books and records of account and minutes of the proceedings of the Board of Directors and committees. Copies of the minutes of the Board of Directors and of the committees shall be regularly distributed to each member of the Board of Directors.
- 1.4 Corporate Seal: The Board of Directors may provide a corporate seal.

1.5 Interpretation of the Bylaws: The President of the Association under advisement of the Executive Director shall decide all questions of interpretation of these Bylaws.

1.6 Waiver of Notice: Whenever any notices are required to be given under the provisions of the Nonprofit Public Benefit Corporation Law of the State of California, or under the provisions of the Articles of Incorporation of the Corporation, or these Bylaws, a waiver thereof in writing signed by the persons entitled to such notice, whether dated before or after the time stated herein, to the extent permitted by law, shall be deemed equivalent to the giving of such notice.

1.7 Appeal Process:

Step 1: If a student wishes to make an appeal of an ASI committee decision, this student must first follow the appeals process found within the committee governing documents.

Step 2: If a student is not satisfied with the committee decision or if a student wishes for an exception to ASCMA Board governing documents, this student must submit a written appeal to the ASCMA President. This appeal must include the student's name and phone number. In addition, the written document must reference the specific section of ASCMA governing documents which either

(a) was not upheld, or

(b) should be reconsidered due to unique circumstances.

Step 3: The ASCMA President will review all written materials and provide a written decision regarding the appeal.

Step 4: If the student is not satisfied with the decision of the ASCMA President, the student may then provide a written appeal to the ASCMA Board of Directors using the same stipulations as stated in Step 2. All decisions made by the ASCMA Board are final.

Section 2. **AMENDMENT PROCESS**

2.1 An amendment to these Bylaws may be proposed by either a two-thirds (2/3) vote of the entire Board, or by a petition signed by at least two hundred (200) students and presented to the ASCMA Board, which shall then call a vote of the general student body.

2.2 A favorable vote of two-thirds (2/3) of the votes cast for and against the amendment shall be necessary for adoption of the amendment; if adopted, the amendment shall take effect on the date specified in the amendment, or if no date is specified, immediately upon confirmation of election results by the ASCMA Board.

2.3 Whenever these Bylaws are amended, an annotation of the date the amendment was voted on shall be placed in at the end of the Amendment Section.

Section 3. **AMENDMENTS**

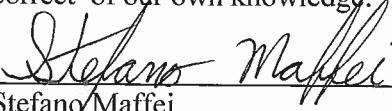
3.1

Date Enacted	Article/Section Amended	Justification/Remarks
3/19/15	Article II/Section 2	Change in Policy
3/19/15	Article IV/Section 1.2	Revision of Specific Powers

9/14/15	Article IV/Section 2.4	Change in Responsibilities
9/14/15	Article V/Section 1.4	Change in Compensation
12/3/15	Article I/Section 2	University Name Change
12/3/15	Article IV/Section 2.1 (c,d,e)	Change in Title Name
12/3/15	Article V/Section 1.3	Change in Compensation
12/3/15	Article VI/Section 1.5	Change in Responsibilities
1/11/16	Article VI/Section 2,3,4	Addition of Responsibilities
1/11/16	Article IX/Section 1.3 (a)	Addition of Committee
1/27/17	Article IV/Section 1.3	Bill AS013-16
1/27/17	Article IV/Section 1.4	Bill AS013-16
1/27/17	Article IV/Section 1.4 (c)	Bill AS013-16
1/27/17	Article IV/Section 2.2 (a.i)	Bill AS013-16
1/27/17	Article IV/Section 2.3 (d)	Bill AS013-16
1/27/17	Article IV/Section 2.4	Bill AS013-16
1/27/17	Article IV/Section 3 (g)	Bill AS013-16
1/27/17	Article V/Section 1	Bill AS013-16
1/27/17	Article VI/Section 1,2,3,4	Bill AS013-16
1/27/17	Article VI/Section 2,3,4	Bill AS015-16
1/27/17	Article VIII/Section 2.1	Bill AS013-16
1/27/17	Article IX/Section 1.3 (a)	Bill AS011-16
1/27/17	Article IX/Section 1.3 (b)	Bill AS010-16
1/27/17	Article IX/Section 1.3 (c)	Bill AS012-16
1/27/17	Article XIII/Section 3	Bill AS014-16
1/29/18	Article IV/Section 1.4	Bill AS007-18
1/29/18	Article VI	Bill AS006-18
1/29/18	Article IV/Section 2	Bill AS008-18
1/29/18	Article IV/Section 2.1 (e,g)	Bill AS006-18
1/29/18	Article IV/Section 2.2 (b)	Bill AS006-18
1/29/18	Article IV/Section 2.3	Bill AS006-18
1/29/18	Article V	Bill AS006-18
1/29/18	Article V/Section 1.3 (e)	Bill AS002-18
1/29/18	Article V/Section 1.3 (f)	Bill AS006-18
3/11/19	Article II/Section 2	Bill AS007-19
3/11/19	Article IV/Section 2	Bill AS007-19
3/11/19	Article V/Section 1	Bill AS007-19
3/11/19	Article VI	Bill AS007-19
3/11/19	Article IX/Section 1.3 (a)	Bill AS007-19

The foregoing Amendment and Restatement of the Bylaws have been unanimously approved by the Board of Directors of this Corporation.


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



Stefano Maffei

President

Associated Students of the California Maritime Academy



Josie Alexander

Executive Director

Associated Students of the California Maritime Academy