



CSU FULLERTON AUXILIARY SERVICES CORPORATION

BYLAWS

ARTICLE I: PURPOSES

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

ARTICLE II: POWERS

The corporation shall have such powers as are now or may hereafter be granted by laws governing auxiliary organizations of the California State University and by the Nonprofit Corporation Law of the State of California, except as limited by the provisions of its Articles of Incorporation or these Bylaws.

ARTICLE III: OFFICES

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

ARTICLE IV: MEMBERSHIP

The corporation shall have no members other than the persons constituting its Board of Directors. The Board of Directors shall, under any statute or rule of law, be the members of this corporation and shall have all the rights and powers members would otherwise have.

ARTICLE V: BOARD OF DIRECTORS

§1. Definition of Terms. For the purpose of these Bylaws, "Board of Directors" or "Board" refers to the Board of Directors of the corporation, unless otherwise specifically indicated. "University" refers to the California State University, Fullerton.

§2. General Powers. All the business and affairs of the corporation shall be managed and controlled by the Board of Directors.

§3. Number. The authorized number of Directors of the corporation shall be at least fifteen (15) but no more than twenty-five (25) until changed by amendment to the Bylaws.

§4. Selection and Tenure. The Directors shall be drawn from the faculty or administrative staff of the University, from the general population residing in the region served by the University and from the student body. The distribution of the membership of the Board of Directors shall be as follows:

a. Administrative Directors. The Administrative Directors shall consist of the corporation's Executive Director and Chief Financial Officer and the following University administrators: the President of the University, the Vice President for Academic Affairs, the Vice President for Administration & Finance, the Vice President for Student Affairs, the Vice President of Advancement, the Associate Vice President for Administration and the Associate Vice President for Graduate Programs & Research. In the event that an Administrative Director ceases to hold the administrative office described above the duly appointed, qualified and acting successor of such individual shall become a Director of the corporation in the place and stead of their predecessor.

b. Academic Administrator Director. One (1) Director shall be an academic administrator nominated by the Council of Deans and elected by the Board of Directors for a three (3) year term.

c. Faculty Directors. The Faculty Directors shall consist of the Chair of the Academic Senate and three (3) additional Faculty Directors, nominated by the Academic Senate and appointed by the Chair of the Academic Senate for terms of three (3) years with a new appointment made each year. The term of office of the three (3) appointed Faculty Directors shall not continue if they are no longer employed by the University. Faculty Directors shall assume positions as a Board member effective July 1 in alternating years.

d. Community Directors. The Community Directors shall consist of residents from the general population who reside in the area served by the University, nominated by the President of the University and elected by the Board of Directors for three (3) year terms. Community Directors shall assume positions as a Board member effective January 1 in alternating years.

e. Student Directors. Three (3) Directors from the student body of the University shall consist of:

(1) President of the Associated Students of California State University, Fullerton, to assume position as a Board member, effective July 1 each year.

(2) Remaining two (2) full-time Student Directors each to be appointed for two (2) year terms, effective July 1 in alternating years. These two (2) student members of the Board of Directors shall be appointed by the President of the Associated Students. An appointed Student Director on either academic or disciplinary probation shall not be eligible to continue to serve on the Board of Directors. Appointees selected to fill vacancies thus created will serve the unexpired terms of office. The terms of office of two (2) appointed Student Directors shall not continue if they are no longer regularly enrolled full-time.

§5. Resignation and Removal. Any Director may resign from the Board at any time by giving written notice to the Chair or the Secretary of the corporation and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Directors, other than Administrative Directors, may be removed from office by majority vote of the Board of Directors.

§6. Vacancies. Any vacancy occurring on the Board of Directors of the corporation shall be filled in the same manner as is provided for in Article V, §4.

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

§8. Inspection by Directors. Each Director shall have the right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the corporation for a purpose reasonably related to such person's interest as a Director, provided that such Director shall not have the right to inspect those books, records or documents made privileged or confidential by law. This inspection must be made by the Director in person, provided that the Director may be accompanied by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents. Nothing in this section shall affect the right of the Board of Directors to conduct the business of the corporation as set forth in these Bylaws.

ARTICLE VI: MEETINGS OF THE BOARD OF DIRECTORS

§1. Place of Meeting. All meetings of the Board of Directors shall be held at the principal office of the corporation or at such other place as may be designated for that purpose from time to time by the Board.

§2. Annual Meeting. An annual meeting of the Board of Directors shall be held in December of each year prior to the meeting of the Board of Directors. Such meeting shall be held at the principal office of the corporation or at such other time and place as the Board of Directors may from time to time designate. Such meeting shall be for the purpose of electing officers of the corporation, filling vacancies on the Board of Directors caused by the expiration of terms of Directors, unless otherwise indicated, and for the transaction of such other business as may come before the meeting.

§3. Regular Meetings. Regular meetings of the Board of Directors shall be held upon notice in accordance with this Article VI, §5.

§4. Special Meetings. Special meetings of Directors may be called by the President of the University, by or at the direction of the Chair, or by five (5) Directors then in office, to be held on such date and at such time and place as shall be designated in the notice of meeting.

§5. Notice of Meeting.

a. Notice of the date, time and place of any meeting of the Board of Directors other than special meetings shall be given at least seven (7) days previous thereto by written notice delivered personally or sent by mail, facsimile or electronic mail to each Director at his or her address or facsimile number as shown in the records of the 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 facsimile or electronic mail, such notice shall be deemed delivered when the facsimile is transmitted. Notice of special meetings shall be delivered at least twenty-four (24) hours before the date and time thereof. The business to be transacted at any regular or special meeting of the Board shall be specified in the notice of 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.

§6. Open Meetings. All meetings of the Board shall be 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 Article 2 (commencing with Section 89920) Chapter 7 of Part 55 of the Education Code.

§7. Quorum and Manner of Acting. One-half (1/2) 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 this Article VI, §8. 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.

§8. Adjourned Meetings. A quorum of the Directors may adjourn any Directors meeting to meet again at a stated day and hour; provided, however, that in the absence of a quorum, a majority of the Directors present at any Directors' meeting, either regular or special, may adjourn from time to time until the time fixed by the next regular meeting of the Board of Directors. Notice of the time or place or purpose of holding an adjourned meeting need not be given to any absent Director if the time and place is fixed at the meeting adjourned.

§9. Minutes of Meetings and Conduct. Regular minutes of the proceedings of the Board of Directors shall be kept in a book provided for that purpose. The Chair shall preside at meetings of the Board of Directors. The Board of Directors 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 of the corporation or with the law.

ARTICLE VII: INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER AGENTS

§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.

§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.

§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 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.

§4. 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 VIII: OFFICERS

§1. Officers. The Officers of the corporation shall be a Chair, a Vice Chair, an Executive Director, a Secretary and a Treasurer/Assistant Secretary. The corporation, at the discretion of the Board of Directors, may have additional Officers.

§2. Election and Term of Office. The Officers of the corporation shall be elected annually by the Board of Directors at its annual meeting. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as may conveniently be scheduled. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Except as provided in the case of Officers appointed under this Article VIII, §4 herein, each Officer shall hold office for a term of one (1) year and until his or her successor shall have been elected, unless he or she shall sooner resign, be removed or become ineligible to continue to serve in such capacity. Elected Officers may serve as many successive one (1) year terms as the Board of Directors deems appropriate.

§3. Removal and Resignation. Any Officer elected by the Board of Directors may be removed by a two-thirds (2/3) vote of the Board of Directors at any meeting at which a quorum is present whenever, in their judgment, the best interests of the corporation would be served thereby. Any Officer may resign at any time by giving written notice to the President or the Secretary of the corporation and unless otherwise specified therein the acceptance of such resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the corporation under any contract to which the Officer is a party.

§4. Vacancies. A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.

§5. Chair. The Chair shall preside at all meetings of the Board of Directors, shall serve as Chair of the Executive Committee and shall exercise such other powers and perform such other duties as the Board of Directors may determine from time to time.

§6. Vice Chair. The Vice Chair shall perform the duties of the Chair in the Chair's absence, including presiding at meetings of the Board of Directors and the Executive Committee, and shall have such powers and perform such other duties as the Board of Directors may determine from time to time.

§7. Executive Director. The Executive Director shall be the corporation's General Manager and Chief Executive Officer and shall supervise, direct and carry out the programs of the corporation in accordance with and subject to the direction and control of the Board of Directors. The Executive Director shall give or cause to be given, a notice of all meetings of the Board of Directors. The Executive Director shall have such other powers and perform such other duties as the Board of Directors shall determine from time to time.

§8. Secretary. The Secretary shall act, or designate one or more persons to act, as the clerk to the Board of Directors and to each committee designated in, or created pursuant to, these Bylaws. The Secretary shall keep, or cause to be kept, a book of Minutes of all meetings and all actions taken by the Board of Directors and such committees. Such Minutes shall set forth the time and place of any such meetings, the names of those present, and the notice thereof given, whether regular or special, and if special, how authorized.

§9. Treasurer/Assistant Secretary. The Chief Financial Officer of this corporation, as designated by the Executive Director, shall be the Treasurer/Assistant Secretary. The Treasurer/Assistant Secretary shall be the custodian of all funds, securities and other valuables of the corporation. The Treasurer/Assistant Secretary shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the Corporation's property and business transactions. The Treasurer/Assistant Secretary shall have such other powers and perform such other duties as are customarily vested in a corporation's Chief Financial Officer or as the Board of Directors may determine from time to time. In the absence or inability of the Secretary to perform his or her duties, the Treasurer/Assistant Secretary is authorized to act in the place of the Secretary. Actions taken by the Treasurer/Assistant Secretary on behalf of the Secretary will be reported in writing to the Chair, Vice Chair and Secretary in a timely manner.

ARTICLE IX: COMMITTEES

§1. Committees. The Board may appoint one or more committees, each consisting of two (2) or more Directors, and delegate to such committees any of the authority of the Board except with respect to:

- a. the filling of vacancies on the Board or on any committee;

- b. the fixing of compensation of the Directors for serving on the Board or on any committee;
- c. the amendment or repeal of Bylaws or the adoption of any new Bylaws;
- d. the amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- e. the appointment of other committees of the Board or the members thereof; or
- f. the approvals of any self-dealing transaction, as such transactions are defined in Section 5233(a) of the California Nonprofit Public Benefit Corporation Law.

Any such committee must be created, and the members thereof appointed, by resolution adopted by a majority of the Directors then in office, provided a quorum is present. Any such committee may be designated an Executive Committee or by such other 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 such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Minutes shall be kept of each meeting of each committee.

§2. Committee Procedures. The Board of Directors may prescribe appropriate rules, not inconsistent with the Bylaws, by which proceedings of any committee shall be conducted.

§3. Executive Committee: Composition. The Executive Committee shall be composed of the Officers of this Corporation, the Vice President for Administration & Finance and the Associate Vice President for Administration of the University, and two (2) additional Directors elected by the Board of Directors at its annual meeting. In the event the President of California State University, Fullerton be not an Officer, he/she shall be an ex-officio member of the Executive Committee with power to vote as such.

§4. Executive Committee: Duties and Powers. The Executive Committee shall:

- a. Exercise the powers of the Board of Directors when necessary between meetings of the Board.
- b. Undertake long-range planning for the corporation.
- c. Prepare a slate of nominees to all committees for the approval of the Board.
- d. Recommend candidates for consideration by the President, when vacancies among the community members on the Board of Directors occur.
- e. Periodically review these Bylaws and the structure of the corporation and recommend appropriate changes to the Board of Directors.

f. Oversee the ongoing operations of the corporation.

§5. Executive Committee: Meetings. Meetings of the Executive Committee shall be held on such date and at such time and place as the Chair of the Board of Directors or any other two (2) members of the Executive Committee may determine. All meetings of the Executive Committee shall be conducted in accordance with the provisions of Article 2 (commencing with Section 89920), Chapter 7 of Part 55 of the Education Code.

ARTICLE X: ANNUAL REPORTS AND AUDITS

The Officers of this corporation shall be required to make at least one (1) annual report of the business affairs of this Corporation, which shall include complete financial statements indicating the financial condition of the corporation, and of the funds managed by the corporation, and the results of the operations for the fiscal year then ended. Said Officers shall also furnish an annual certified audit of the records and books of said corporation, including all financial transactions, said audit to be made by a Certified Public Accountant approved by the Board of Directors of the corporation.

ARTICLE XI: CONTRACTS, LOANS, CHECKS, DEPOSITS, AND GIFTS

§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.

§2. Loans. The Board of Directors 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. The above provisions do not apply to a loan of money to or for the benefit of an officer in circumstances where the loan is necessary, in the judgment of the Board, to provide financing for the purchase of the principal residence of the officer in order to secure the services or continued services of the officer and the loan is secured by the real property purchased with the loan.

§3. 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 resolution of the Board of Directors.

§4. 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 such officer or officers, agent or agents of the corporation and in such manner as, from time to time, shall be determined by resolution of the Board of Directors.

§5. 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.

§6. 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 XII: MISCELLANEOUS

§1. Fiscal Year. The fiscal year of the 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.

§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 the corporation and the governance of its officers, agents, committees and employees.

§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.

§4. Corporate Seal. The Board of Directors may provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation, the date of its incorporation, and the word "California."

§5. Waiver of Notice. Whenever any notices are required to be given under the provisions of the Nonprofit Corporation Act 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.

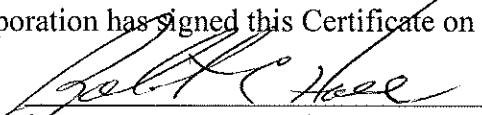
ARTICLE XIII: AMENDMENT TO BYLAWS

These Bylaws may be amended at any regular meeting of the Board of Directors by a majority vote of the total membership of the Board of Directors, provided that the amendment has been submitted in writing at the previous regular meeting, or has been submitted in writing to the Directors at least thirty (30) days before such regular meeting.

SECRETARY'S CERTIFICATE

THIS IS TO CERTIFY that the foregoing Bylaws of the CSU Fullerton Auxiliary Services Corporation have been duly amended by the Board of Directors of said corporation at a meeting of said Board held December 16, 2010.

IN WITNESS WHEREOF, the undersigned, duly elected and acting Secretary of said corporation has signed this Certificate on December 16, 2010.


SECRETARY, ROBERT C. HALL