



Bylaws Of
California Community College Student Affairs Association
A California Nonprofit Public Benefit Association

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CCCSAA Bylaws

Article I. Name

The name of this Association is the CALIFORNIA COMMUNITY COLLEGE STUDENT AFFAIRS ASSOCIATION, hereby referred to as the "Association".

Article II. Principal Office

The home office of the Association will be at the Foundation for California Community Colleges. The home office shall be displayed on the Association website.

Article III. Association

Section 1. Mission Statement

To provide professional development opportunities for our members and students, resources for self-agency, make positive change through ethical leadership, provide a network for open and honest communication, and to make a positive impact in social justice and equity.

Section 2. Vision Statement

To be the leading association for the advancement of student affairs professionals and student leadership development.

Section 3. Purpose

The purpose of this Association is to be the leading association for the advancement of student affairs professionals and student leadership development in the State of California for California Community Colleges.

Article IV. Membership

This Association shall encompass five (5) levels of membership: Active, Institutional, Graduate Student, Affiliate, and Emeritus. Membership dues and additional benefits are established annually by the Board.

Section 4. Active Membership

Any individual who is in the administration of student affairs programs and services in any California Community College shall be eligible for Active Membership in the Association and shall be an active member upon payment of the annual dues.

The following rights, powers and privileges are preserved to the Active Membership:

- a. To amend the Association's Articles of Corporation in the manner hereinafter provided.
- b. To amend these Bylaws in the manner hereinafter provided.
- c. To recall any Board Member at a regular or special meeting of the Membership.
- d. Hold and maintain elected and appointed offices.
- e. Receive a discount on CCCSAA conference registration fees.
- f. Have access to CCCSAA's listserv.
- g. Receive mailings.
- h. Propose and second motions.
- i. Serve on special committees.
- j. Apply for professional development scholarships.
- k. Nominate college's students for scholarships.
- l. Other privileges as designated by the Board.

Section 5. Institutional Membership

A community college who has an interest in the administration of student affairs programs and services within the California Community College system, shall be eligible for Institutional Membership in the Association upon payment of annual dues. Institutional membership automatically includes at least two

active memberships, which are transferable by position within the same institution. All individuals named in the Institutional Membership shall be considered an Active Member upon payment of the annual dues.

Section 6. Graduate Student Membership

Any graduate student pursuing a higher education degree in education, student development, counseling, or related fields who are not currently employed full-time at a California Community College, shall be considered an Active Member upon payment of the annual dues

The following rights, powers and privileges are preserved to the Active Membership:

- a. Hold and maintain elected and appointed offices.
- b. Receive a discount on CCCSAA conference registration fees.
- c. Have access to CCCSAA's listserv.
- d. Receive mailings.
- e. Propose and second motions.
- f. Serve on special committees.
- g. Apply for professional development scholarships.
- h. Other privileges as designated by the Board.

Section 7. Affiliate Membership

Individuals, agencies, or vendors who have an interest in the administration of student affairs programs and services within the California Community College system, shall be eligible for Affiliate Membership in the Association upon payment of annual dues.

The following rights, powers and privileges are preserved to Affiliate Members:

- a. Receive a discount on CCCSAA conference registration fees.
- b. Receive mailings.
- c. Serve on special committees.
- d. Ability to submit up to three (3) advertising or informational emails to the CCCSAA's listserv.
- e. Other privileges as designated by the Board.

Section 8. Emeritus Membership

Emeritus Membership is a lifetime membership awarded to individuals who have retired from the administration of student affairs programs and services in any California Community College. In order to be eligible, the individual must have served a minimum of 10 years of Active Membership within CCCSAA with at least one year of service to the Association as a Board Member or twenty (20) years of Active Membership within the Association. Emeriti will be nominated and accepted at a General Meeting of the Association.

The following rights, powers and privileges shall be enjoyed by Emeriti Members:

- a. Receive a discount on CCCSAA conference registration fees.
- b. Receive mailings.
- c. Serve as a non-voting member on special committees.
- d. Have access to CCCSAA's listserv, upon request.
- e. Other privileges as designated by the Board.

Section 9. Voting Privileges

Only current Active Members who have paid the annual dues shall have voting privileges including, but not limited to, election of Board Members, disposition of assets, or dissolution of the Association.

Section 10. Membership Dues

All members shall pay annual membership dues to the Association. The membership year is from July 1 through June 30 of each given year. A majority vote of the Board shall establish all annual dues.

Section 11. Termination of Membership

The membership and all rights, powers, and privileges of membership shall terminate, without refund of dues, on the occurrence of any of the following:

- a. The voluntary resignation of a member to the Board;

- b. Member or Institution who does not renew annual membership;
- c. Member covered under an Institutional Membership, who no longer works at the Institution Membership origin;
- d. The death of a member;
- e. By majority vote of the Board, when the Board learns the Active Member is no longer active within the Association or the Institution of origin;
- f. The dissolution of Association; and
- g. The termination of all memberships or any level of members upon the amendment pursuant to these bylaws permitting the termination.

Article V. Discrimination and Anti-Harassment

Section 12. Objective

The Association is committed to an environment in which all individuals are treated with respect and dignity. Each individual has the right to work and learn in a professional atmosphere that promotes equal employment opportunities and prohibits unlawful discriminatory practices, including harassment. Therefore, the Association expects that all relationships among persons will be business-like and free of explicit bias, prejudice, and harassment.

The Association has developed this policy to ensure that all its members can work and learn in an environment free from unlawful harassment, discrimination and retaliation. The Association will make every reasonable effort to ensure that all concerned are familiar with these policies and are aware that any complaint in violation of such policies will be investigated and resolved appropriately.

Any individual who has questions or concerns about these policies should talk with the President, President-elect, or Past President.

These policies should not, and may not, be used as a basis for excluding or separating individuals of a particular gender, or any other protected characteristic, from participating in business or work-related social activities or discussions. In other words, no one should make the mistake of engaging in discrimination or exclusion to avoid allegations of harassment. The law and the policies of the Association prohibit disparate treatment on the basis of sex or any other protected characteristic, with regard to terms, conditions, privileges and perquisites of employment. The prohibitions against harassment, discrimination and retaliation are intended to complement and further those policies, not to form the basis of an exception to them.

Section 13. Equal Employment Opportunity

It is the policy of the Association to ensure equal employment opportunity without discrimination or harassment on the basis of race, color, religion, creed, gender, gender identity or expression, age, citizenship, national origin (ancestry), disability, marital status, sex, sexual orientation, military or veteran status, genetic information, or any other characteristic protected by law. The Association prohibits any such discrimination or harassment.

Section 14. Retaliation

The Association encourages reporting of all perceived incidents of discrimination or harassment. It is the policy of the Association to promptly and thoroughly investigate such reports. The Association prohibits retaliation against any individual who reports discrimination or harassment or participates in an investigation of such reports.

Section 15. Sexual Harassment

Sexual harassment constitutes discrimination and is illegal under federal, state and local laws. For the purposes of this policy, "sexual harassment" is defined, as in the Equal Employment Opportunity Commission Guidelines, as unwelcome sexual advances, requests for sexual favors and other verbal or physical conduct of a sexual nature when, for example:

- a. Submission to such conduct is made either explicitly or implicitly a term or condition of an individual's employment,
- b. Submission to or rejection of such conduct by an individual is used as the basis for employment

- decisions affecting such individual, or
- c. Such conduct has the purpose or effect of unreasonably interfering with an individual's work performance or creating an intimidating, hostile or offensive working environment.

Title VII of the Civil Rights Act of 1964 recognizes two types of sexual harassment: a) quid pro quo and b) hostile work environment. Sexual harassment may include a range of subtle and not-so-subtle behaviors and may involve individuals of the same or different gender. Depending on the circumstances, these behaviors may include unwanted sexual advances or requests for sexual favors; sexual jokes and innuendo; verbal abuse of a sexual nature; commentary about an individual's body, sexual prowess or sexual deficiencies; leering, whistling or touching; insulting or obscene comments or gestures; display in the workplace of sexually suggestive objects or pictures; and other physical, verbal or visual conduct of a sexual nature.

Section 16. Harassment

Harassment on the basis of any other protected characteristic is also strictly prohibited. Under this policy, harassment is verbal, written or physical conduct that denigrates or shows hostility or aversion toward an individual because of an individual's race, color, religion, creed, gender, gender identity or expression, age, citizenship, national origin (ancestry), disability, marital status, sex, sexual orientation, military or veteran status, genetic information, or any other characteristic protected by law, or that of an individual's relatives, friends or associates, and that:

- a. has the purpose or effect of creating an intimidating, hostile or offensive work environment,
- b. has the purpose or effect of unreasonably interfering with an individual's work performance, or
- c. otherwise adversely affects an individual's employment opportunities.

Harassing conduct includes epithets, slurs or negative stereotyping; threatening, intimidating or hostile acts; denigrating jokes; and written or graphic material that denigrates or shows hostility or aversion toward an individual or group that is placed on walls or elsewhere on the employer's premises or circulated in the workplace, on Association time or using Association equipment by e-mail, phone (including voice messages), text messages, social networking sites, or any other means.

Section 17. Individuals and Conduct Covered

These policies apply to all members, volunteers, and employees, whether related to conduct engaged in by fellow members or by someone not directly connected to the Association.

Conduct prohibited by these policies is unacceptable and, in any Association, related setting outside, such as during trips, meetings and Association-related social events.

Section 18. Reporting an Incident of Harassment, Discrimination, or Retaliation

The Association encourages reporting of all perceived incidents of discrimination, harassment or retaliation, regardless of the offender's identity or position. Individuals who believe that they have been the victim of such conduct should discuss their concerns with the President, President-elect, Past President, or any member of the Association Board.

In addition, the Association encourages individuals who believe they are being subjected to such conduct to promptly advise the offender that the individual's behavior is unwelcome and to request that it be discontinued. Often this action alone will resolve the problem. The Association recognizes, however, that an individual may prefer to pursue the matter through complaint procedures.

Section 19. Complaint Procedure

Individuals who believe they have been the victims of conduct prohibited by this policy or believe they have witnessed such conduct should discuss their concerns with the President, President-elect, Past President, or any member of the Association Board.

The Association encourages the prompt reporting of complaints or concerns so that rapid and constructive action can be taken before relationships become irreparably strained. Therefore, while no fixed reporting period has been established, early reporting and intervention have proven to be the most effective method of resolving actual or perceived incidents of harassment.

Any reported allegations of harassment, discrimination or retaliation will be investigated promptly. The

investigation may include individual interviews with the parties involved and, where necessary, with individuals who may have observed the alleged conduct or may have other relevant knowledge.

The Association will maintain confidentiality throughout the investigatory process to the extent consistent with adequate investigation and appropriate corrective action.

Retaliation against an individual for reporting harassment or discrimination or for participating in an investigation of a claim of harassment or discrimination is a serious violation of this policy and, like harassment or discrimination itself, will be subject to disciplinary action. Acts of retaliation should be reported immediately and will be promptly investigated and addressed.

Misconduct constituting harassment, discrimination or retaliation will be dealt with appropriately. Responsive action may include, for example, training, referral to counseling or disciplinary action such as a warning, reprimand, withholding of a promotion or pay increase, reassignment, temporary suspension without pay, or termination, as the Association believes appropriate under the circumstances.

False and malicious complaints of harassment, discrimination or retaliation (as opposed to complaints that, even if erroneous, are made in good faith) may be the subject of appropriate disciplinary action.

Article VI. Meetings of the Association

Section 20. Notice

The Board shall determine the date, time, and location of any Association meetings. Notice of all meetings shall be distributed to the membership no less than 72 hours in advance of the date of such meetings.

The President may call any additional meetings of the Association for any purpose at any time. The President shall call any Meetings upon the Association upon the written request of at least three (3) members of the Board.

Section 21. Quorum

A majority (50 percent plus one) of the Board shall constitute a quorum for any meeting of the Association.

Section 22. General Meeting

The Association shall host at least two General Meetings during each fiscal year. During each General Membership Meeting the affairs of the Association shall be reported and discussed. The Board may decide, after each General Membership Meeting, online voting of other business may be brought up to the membership for approval, including elections, budget, bylaw amendments, etc.

Section 23. Board Business Meeting

The Board shall meet at least once a month to discuss the affairs of the Association.

Section 24. Committee Meetings

Committee meetings for the Association shall meet as pursuant to the charge from the Board or directive from the President.

Section 25. Emergency Board Meetings

The President may call an Emergency Board Meeting without giving the normal notice if such a meeting is necessary to discuss an unforeseen emergency condition. Notice of any Emergency Board Meeting may be delivered personally, by telephone, by fax, by email or mail, and shall be received at least one (1) hour before the time of such meeting. An emergency condition for the purpose of this section is any condition that, if not addressed by the Board within this emergency time frame, may result in a detriment to this Association.

Section 26. Parliamentary Procedures

All meetings of the Association shall be governed by the current Robert's Rules of Order, except insofar as such rules are inconsistent with these Bylaws, with the Articles of Incorporation, or with the California Nonprofit Public Benefit Association Law.

Section 27. Board Transition Meeting

The Board shall hold an annual Board Transition Meeting, for the purpose of the Board Member transition

within the Association and the transaction of other business properly brought before the Board.

Section 28. Proxy

Voting by proxy is not permitted unless federal, state, or other laws applicable to the Association require it.

Section 29. Meetings by Telecommunications

Any meeting of the Association may be held by telephone conference or similar communication equipment, as long as all Board of Directors or members participating in the meeting can communicate with one another. All such Board of Directors shall be deemed to be present at such a meeting and count towards quorum.

Section 30. Minutes and Records

In addition to the items discussed and resolutions, the minutes of meetings shall include the time and place the meeting was held, the type of meeting, annual or otherwise, the means of notification and the names of those present and absent at the meeting. The Director of Administration shall keep or cause to be kept, a copy of the Articles of Incorporation and Bylaws, as amended to date. The Director of Administration shall maintain an attendance log of all Board Business Meetings on Board of Directors meeting minutes.

Article VII. Board of Directors

Section 31. Authority

Subject to the provisions of the Public Benefit Association Law of California, and subject to any limitation in the Articles of Incorporation and these Bylaws relating to action required to be approved by the Membership, the business and affairs of this Association shall be managed by and all corporate powers shall be exercised by or under the discretion of the Board of Directors (collectively known as the "Board").

Each Board member shall exercise such powers and otherwise perform such duties in good faith, in the manner such Board member believes to be in the best interests of the Association and its membership, including and using ordinary prudence, as a person in a like position would use under similar circumstances.

Section 32. The Board

The Board of Directors of the Association shall be a President, Past-President, President-Elect, Director of Administration, Director of Finance, Director of Public Relations, Director of Legislative Affairs, and two Directors-at-Large.

Section 33. Election of Board Officers

- a. General elections shall be held annually.
- b. The Past President shall present any revisions of these election guidelines and timeline at a Board Meeting for approval.
- c. The Past President shall take nominations and the nominee must accept nomination to be placed on the ballot.
- d. The nominated parties are allowed to vote.
- e. Each Active Member shall only submit one ballot.
- f. All voting shall be conducted by a web-based ballot, which is emailed to all Active Members. Ballot intake must be open for at least five consecutive days.
- g. Nominees shall be elected to the Board of Directors by a majority vote of the Active Members who completed their ballots for the given election.
- h. The Past President and at least one Active member shall conduct, collect, and tabulate votes and announce recipients.

Section 34. Term of Office

- a. The term of all Board members shall follow the fiscal year.
- b. No person may hold the same office for more than four (4) consecutive fiscal years.
- c. All Board member terms shall be for one fiscal year, except for the Director of Finance and Director of Administration, whose terms of office shall be two consecutive years, elected in alternate years.
- d. Only Active Members shall elect the Board, or until their successors are elected and qualified.
- e. All Board members shall be Active Members.

Section 35. Voting

Each Board member shall have one vote.

Section 36. Vacancy and Succession

- a. When a vacancy occurs, save the President, Past-President, President-Elect, the Board shall seek nominations, select, and vote by majority a replacement at a Board Business Meeting.
- b. If a vacancy occurs for President, the President-Elect shall immediately assume the role of President and complete the current president's term as well as the term vested.
- c. If a vacancy occurs for President-Elect, the Board shall seek nominations, and the Active Membership shall vote for a new President-Elect.
- d. If a vacancy occurs for Past-President, the Board shall seek nominations, select, and vote by majority at a Board Business Meeting, an Active Member to carry out the duties assigned to the Past President for the remainder of that term.

Section 37. Attendance at Meetings

- a. All Board members are expected to regularly attend Board Business Meetings.
- b. Board members may contest an unexcused absence by majority vote of the Board to approve the absence as excused.
- c. An excused absence is defined as:
 - i. Written communication 48 hours before the missed meeting to both the President and Director of Administration; or
 - ii. Written communication within 24 hours after the meeting to the President and Director of Administration.

Section 38. Removal of Board Members

Board members may be removed at any time by:

- a. A two-thirds (2/3) majority vote of the total number of Active Members during the fiscal year; or
- b. In the case a Board member has an excess of three (3) unexcused absences during the fiscal year, any Board member may petition the Board for removal. The Board member in question of removal due to absences shall be notified at least seven (7) days before the meeting at which the removal is to be considered. The Board member in question shall have the right, either in writing or in person, to defend against the allegations. Removal of the Board member will require a two-thirds (2/3) vote of the Board present at the Board Business Meeting.

Section 39. Compensation

No Board member shall be compensated for their service to the Association. The Board may authorize reimbursement of actual and necessary expenses incurred by a Board member in attending meetings or for expenses incurred in the performance of duties on behalf of the Association.

Section 40. Conflict of Interest

No Board members shall have a financial interest in any contract or transaction entered into by the Board. No contract or transaction entered into in violation of this article is void. No Board member may utilize information obtained by reason of Board membership for personal gain, and any such gain realized shall be deemed a corporate opportunity and returned to the Association.

Section 41. Action without Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting via an electronic method. A majority of the Board must consent in writing for such motion to be approved. Such written approvals shall be filed with the minutes of the proceeding Board Business Meeting.

Section 42. President

The President shall chair all meetings of the Board and shall have such other power and duties as may be prescribed from time to time by the Board. The President shall work with the Director of Administration to prepare and disseminate an agenda for each Board Business Meeting.

The following shall be considered the duties of the President of the Association:

- a. To attend and be the Presiding Officer for all Association meetings

- b. Assist with the agendas for all Association meetings
- c. To appoint Association Members to all committees
- d. May serve as an Ex-officio member of all Association committees
- e. To appoint and remove all Appointed Officers unless otherwise specified by law
- f. To attend any meeting requesting Association presence
- g. To attend meetings of the California Community Colleges Chancellor's Office
- h. To communicate regularly with the Student Senate of the California Community Colleges President and Executive Director
- i. Shall be the Chair of Student Leadership Conference of the given year
- j. Shall have the power to co-sponsor events, subject to funding
- k. To establish a strategic plan for the association at the beginning of a new term
- l. To submit the Annual Budget to the Board for approval
- m. Shall work to establish relationships that will serve to benefit the Association
- n. Shall have the power to issue proclamations, or opinions of the Association
- o. Perform all other duties as needed prescribed by the Board

Section 43. Past President

In the absence of the President, the Past President shall perform all the duties of the President. The Past President will coordinate the scholarship program and Association elections. The Past President shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.

Section 44. President-Elect

In the absence of the President and the Past President, the President-Elect shall perform all the duties of the President. The President-Elect will be responsible for planning the annual transition meeting and planning the Student Leadership Conference of the preceding year. The President-Elect shall have such powers and perform such other duties as may be prescribed from time to time by the Board.

Section 45. Director of Administration

The Director of Administration shall assist the President in the preparation of agendas for the meetings, shall keep a full and complete record of the proceedings of all meetings of the Board and all committees thereof, shall keep any seal acquired by this Association and affix the same to such papers and instruments as may be necessary or proper, prepare and keep on file a correct and updated membership directory and mailing labels, coordinate outgoing communications and shall discharge such other duties as pertaining to the office or as prescribed by the Board.

The duties of the Secretary include, but are not limited to the following:

- a. To attend all Association meetings
- b. Ensures all agendas created and posted for meetings
- c. Keep complete and accurate records of all Association meetings
- d. Keep a copy of the Articles of Incorporation and Bylaws, as amended to date
- e. Responsible for securing volunteer secretaries for Association meetings
- f. Maintain the CCCSAA listserv
- g. Shall take roll at and record the minutes of all meetings
- h. Maintain all governing documents of the Association
- i. Monitor Association meeting attendances as to ascertain and keep a proper quorum
- j. Ensure the creation and availability of drafts of minutes for all meetings
- k. Perform all other duties as needed prescribed by the Board

Section 46. Director of Finance

The Director of Finance shall be the chief financial officer of the Association and shall keep and maintain adequate and correct books of accounts of the Association's transactions. The Director of Finance shall collect membership fees and handle all income and disbursements of the Association. If required by the Board, the Director of Finance shall give a bond for the faithful discharge of his or her duties in such sum and with such surety as the Board shall deem appropriate. The Director of Finance shall submit an annual report to the Board no later than forty-five (45) days before the end of the Association's fiscal year. In case of the absence or disability of the Director of Finance, or their refusal or neglect to act, such duties may be assumed by the President or by the President-Elect or by any officer appointed and authorized by the

Board.

The duties of the Director of Finance include, but are not limited to the following:

- a. To attend all Association meetings
- b. Submit the Secretary of State and Tax-Exempt filing forms in accordance with identified due dates
- c. Collect registration fees for all Association memberships and events
- d. Serve on all conference planning committees
- e. Present a financial statement to the general membership when requested
- f. Present to the Board on a monthly basis a review of the budget's revenues and expenditures
- g. Keep complete and accurate records of all Association purchases
- h. Serve as member of the scholarship committees
- i. Aid the President on preparing the annual budget
- j. Perform all other duties as needed prescribed by the Board

Section 47. Director of Public Relations

The Director of Public Relations shall be responsible for marketing and recruitment for the Association.

The duties of the Director of Public Relations include, but are not limited to the following:

- a. To attend all Association meetings
- b. Keep and maintain a master calendar of all Association events
- c. Produce and distribute a minimum of three (3) newsletters each fiscal year
- d. Create a plan to ensure positive notion of the Association
- e. Maintain the CCCSAA website
- f. Write blogs and reports regarding Association related matters for internal and external
- g. promotions
- h. Manage shared social media accounts to ensure positive image of the Association
- i. Perform all other duties as needed prescribed by the Board

Section 48. Directors-at-Large

A minimum of two and a max of five Directors-at-Large shall be elected. Candidates must be Active Members and have the best interest of the general membership of the Association.

The duties of the Director-at-Large include, but are not limited to the following:

- a. To attend all Association meetings
- b. Serve as a liaison to all colleges and regional advisors
- c. Disseminate information from the Board to the membership and bring concerns to the Board
- d. Serve on the Student Leadership Conference Planning Committee
- e. Serve on the Scholarship Committees
- f. Shall organize membership professional development workshops
- g. Collaborate with Regional Advisors, if appointed
- h. Provide content for the Associations newsletters
- i. Perform all other duties as needed prescribed by the Board

Section 49. Director of Legislative Affairs

During those years when a memorandum of understanding exists between the Association and the state student association as recognized by the California Community Colleges Chancellor's Office, the Association shall provide a member to serve as the liaison between the two associations. The Director shall also be the liaison between the Association and the members of the California Community Colleges Chancellor's Office assigned.

The duties of the Director of Legislative Affairs include, but are not limited to the following:

- a. To attend all Association meetings
- b. Recruit Regional Advisors, when needed
- c. Be the liaison of the Association to the state student association
- d. Maintain and update the MOU with the state student association annually
- e. To provide advice and recommendations to the Association upon new legislations that affect

- California Community Colleges or the higher education system
- f. Serve on the Student Leadership Conference Planning Committee
 - g. Provide content for the Associations newsletters
 - h. Perform all other duties as needed prescribed by the Board

Article VIII. Appointed Board Positions

Section 50. Events Coordinator

The Events Coordinator, appointed by majority vote of the Board, is responsible for obtaining the contracts for future CCCSAA Conferences and events. The Events Coordinator will be responsible for chairing the CCCSAA Professional Development Conference in the given year of appointment.

Section 51. SLC Conference Chair

The SLC Conference Chair(s), appointed by the President-elect and approved by the Board, is responsible for chairing and implementing the annual CCCSAA Student Leadership Conference. This position is appointed during the President-elect's term and may be held by two Active Members.

Section 52. Assistant Events Coordinator

The Assistant Events Coordinator, appointed by the Events Chair and confirmed by the Board, aids the Events Coordinator in obtaining the contracts for future CCCSAA Conferences and implementation of events. The Assistant Events Coordinator may also be responsible for chairing other specialized CCCSAA events and assisting with the CCCSAA Professional Development Conference in the given year of appointment.

Section 53. Legislative Manager

The Legislative Manager, appointed by the Director of Legislative Affairs and confirmed by the Board, assists the Director of Legislative Affairs in working with the state student association as recognized by the California Community Colleges Chancellor's Office and the staff of the California Community Colleges Chancellor's Office.

Section 54. Regional Advisors

Regional Advisors, recommended by the Director of Legislative Affairs and appointed by majority vote by the Board, is responsible for assisting the Association in being liaisons and outreaching to members in regions of the State of California. The Regional Advisors shall be in alignment and be established by the regional areas depicted by the California Community Colleges Chancellor's Office.

Section 55. Administrative and Fiscal Sponsorship

An Entity serving as the Fiscal and Administrative Services Provider for the Association shall be an Ex Officio, non-voting Director on the Board and a designee shall be appointed by the Fiscal and Administrative Services Provider to represent itself. The Ex- Officio member is not a member of CCCSAA nor eligible for any CCCSAA scholarships and does not have voting rights within the Association.

Article IX. Committees

Section 56. Standing Committees

The Board, by majority vote, may create standing committees to serve the Board for any purpose authorized by the Articles of Incorporation, these Bylaws, and the California Nonprofit Public Benefit Association Law.

Committees shall be appointed by the President, with the consent of the Board, at such times and for such purposes and to serve such terms as may be designated in the resolution creating a committee and in reference to authority granted by the Board and these Bylaws. All committees shall report and be responsible to the Board.

Section 57. Committee Reports

Each committee chairperson shall submit a written report of the activities of the committee to the President at the end of the fiscal year. The combined reports shall become part of the official records of the Association, shall be properly filed by the Director of Administration, and be available for reference by any member.

Section 58. Executive Committee

The Executive Committee may meet from time to time and conduct business prescribed by the Board. The executive committee shall be composed of the President (chair), Past President, President-Elect, Director of Administration, and the Director of Finance.

Section 59. Student Leadership Conference Planning Committee

The Student Leadership Conference Planning Committee is appointed by the President-elect to implement the annual leadership conference. Chaired by the President, the Directors-at-Large, Director of Finance, and any other individuals whom the Board appoints, will serve on this committee.

Section 60. Professional Development Conference Planning Committee

The Professional Development Conference Planning Committee is chaired by the Events Coordinator to implement the annual conference. Events Coordinator, Director of Public Relations, Director of Finance, and any other individuals whom the Board appoints, will serve on this committee.

Section 61. Bylaws Committee

The Bylaws Committee is comprised of at least three Active Members, of which one will serve as a chair. The committee shall review the Association governing documents on an annual basis.

Section 62. Student Leadership Scholarship Committee

The Student Leadership Scholarship Committee is comprised of at least four Active Members, the Directors-at-Large, and chaired by the Past President or Active Member designee.

Section 63. Professional Development Scholarship Committee

The Professional Development Scholarship Committee is comprised of at least two Active Members and chaired by the Past President or Active Member designee, none of whom are applying for a scholarship.

Section 64. Special Committee

Special Committees shall be appointed by the President with the consent of the Board at such times and for such purposes and to serve such terms as may be designated in the resolution creating the special and conference committees and in reference to authority granted by the Board and these Bylaws. All committees shall report and be responsible to the Board. Each committee chairperson shall submit a written report of the activities of the committee to the President at the end of the fiscal year. The combined reports shall become part of the official records of the Association, shall be properly filed by the Director of Administration, and be available for reference by any member.

Article X. Defense and Indemnification

The Association shall have the power to indemnify, defend and hold harmless any Person who was or is a party, or who is threatened to be made a party, to any Proceeding by reason of the fact that such Person was or is a Member, Director, Manager, Officer, Employee, or other agent of the Association, or was or is serving at the request of the Association a Director, Officer, Employee, or other Agent of another Association, limited liability company, partnership, joint venture, trust, or other enterprise, against claims, damages, expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by such Person in connection with such proceeding, if such Person acted in good faith and in a manner that such Person reasonably believed to be in the best interests of the Association, and, in the case of a criminal proceeding, such Person had no reasonable cause to believe that the Person's conduct was unlawful. The termination of any such proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the Person did not act in good faith and in a manner that such Person reasonably believed to be in the best interests of the Association, or that the Person had reasonable cause to believe that the Person's conduct was unlawful.

To the extent that an agent of the Association has been successful on the merits in defense of any proceeding, or in defense of any claim, issue, or matter in any such proceeding, the agent shall be indemnified against expenses actually and reasonably incurred in connection with the proceeding. In all other cases, indemnification shall be provided by the Association only if authorized in the specific case by the Board.

“Agent,” as used in this Article, shall include a trustee or other fiduciary of a plan, trust, or other entity or arrangement described in Corp C section 207 (f). “Proceeding,” as used in this Article, means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative.

Expenses of each Person indemnified under this Agreement actually and reasonably incurred in connection with the defense or settlement of a proceeding may be paid by the Association in advance of the final disposition of such proceeding, as authorized by the Board who are not seeking indemnification or, if there are none, by a majority of the Active Members, upon receipt of an undertaking by such Person to repay such amount unless it shall ultimately be determined that such Person is entitled to be indemnified by the Association. “Expenses,” as used in this Article, includes, without limitation, attorney fees, costs, and expenses of establishing a right to indemnification, if any, under this Article.

Article XI. Financial Code

Section 65. Fiscal Year

The fiscal year of this Association shall be July 1 to June 30.

Section 66. Execution of Instruments

The Board, except as otherwise provided in the Bylaws, the Articles of Incorporation, and the California Nonprofit Public Benefit Association Law, may by resolution authorize any officer or agent of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific circumstance. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose in any amount.

Section 67. Annual Budget

The President with assistance from the Director of Finance, Past President, and President-Elect shall prepare the annual budget to be approved by the Association membership.

Section 68. Management Services Agreement

A Management Services Agreement shall be established annually between an agency and the Association establishing the terms and conditions in regards to the fiscal management of the Association finances. Management Services Agreement outlines the relationship and services between the entity and the Association. During those years when a Management Services Agreement exists between, the Director of Finance shall serve as the liaison between the two entities.

Section 69. Checks and Notes

Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Association shall be signed by the President, Past President, or President-Elect. The request for reimbursement only needs one board member signature, along with the requestor’s signature, to be submitted to the Director of Finance for processing.

Section 70. Deposits

All funds of the Association shall be deposited to the credit of the Association in such banks, trust companies, or other depositories as the Board may select.

Section 71. Gifts

The Board may accept on behalf of the Association any contribution, gift, bequest, or devise for the purposes of this Association.

Section 72. Reserve Funds

The Board may invest each year an amount not to exceed 10% of its annual profits into a board- approved investment instrument.

Article XII. Association Records

The Association shall keep on its website documents for at least the past three fiscal years:

- a. Minutes of all Association meetings, committees of the Board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present, absent and the proceedings thereof.
- b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses. Every Board member shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Association. This inspection by the Board may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

Article XIII. Scholarship Programs

Section 73. Chairperson Duties

The Past-President, or Board Member designee, shall be the chairperson of all Association Scholarships. The Chairperson shall present any revisions of these scholarship guidelines, timeline, and scholarship rubrics at a Board Business Meeting for approval.

Section 74. Allocation of Fund

The allocation of scholarship funds shall be determined by the Active Members at a General Membership Meeting. The Board shall determine the allocated funds for scholarships annually. Additional scholarships may be granted if approved by the Board Members by majority vote.

Section 75. Student Leadership Scholarship

- a. Up to ten (10) Student Leadership Scholarships granted annually.
- b. Applicants shall be nominated by current Active Member
- c. No more than one applicant may be nominated by each Active Member.
- d. Each scholarship must be equal to or less than \$500 and must be awarded to and accepted by the recipient before the fiscal year ends or the recipient forfeits the award.
- e. All applicants must be students within the California Community College system and be currently enrolled in five (5) units or more at the nominating Active Member's institution and also have a GPA of 2.0 or higher.
- f. The selection committee shall be composed of at least four individuals, of which two must be Active Members. Reviewers can also be individuals from outside the Association. No Reviewer shall review applicants from their own institution.
- g. In case of ties or conflict of interest, the President-elect may conduct a final review of all applications.

Section 76. Professional Development Scholarship

- a. Up to three (3) Professional Development Scholarships shall be granted annually.
- b. Applicants shall only be a current Active Member of the Association.
- c. Each scholarship must be equal to or less than \$500 and must be awarded to and accepted by the recipient before the fiscal year ends or the recipient forfeits the award.
- d. All applicants must either be working towards a degree or continuing their professional development in a field related to student affairs, higher education, or related field.
- e. The selection committee shall be composed of at least four individuals, of which two must be Active Members, none of whom are applying for a scholarship. Reviewers can also be individuals from outside the Association. No Reviewer shall review applicants from their own institution.
- f. In case of ties or conflict of interest, the President-elect may conduct a final review of all applications.

Article XIV. Amendment of Bylaws

These bylaws may only be amended after a scheduled General Membership Meeting for discussion and by a majority vote of the Board.

Article XV. Amendment of Articles of Incorporation

Any amendment of the Articles of Incorporation of the Association may be adopted by approval of the voting Membership by means of a two-thirds (2/3) majority vote.

Article XVI. State Student Association/Organization

Section 77. Memorandum of Understanding

In recognition of the important role students play throughout the statewide governance and consultation process and, in an effort to facilitate and enhance those efforts, the Association seeks to establish a mutually beneficial relationship, to the extent allowed by law, with the state student association/organization as recognized by the State Chancellor's office, by means of a joint memorandum of understanding. Consultation will include the State Chancellor's Office and the Community College League of California. The Director of Legislative Affairs shall oversee and manage this process annually.

Section 78. Terms of Memorandum

This memorandum will serve to codify the relationship and responsibilities of each organization relative to the other. The term of the memorandum shall be for one year, with automatic renewal unless either party notifies the other in writing thirty (30) days after the start of a new fiscal year.

Section 79. Approval

In the year prior to the expiration of the memorandum when in force, the Board shall negotiate the terms of the subsequent memorandum and recommend to the Active Members. These terms shall be deemed approved after a scheduled General Membership Meeting for discussion and by a majority vote of the Board.

CERTIFICATE

Certificate of California Community College Student Affairs Association Bylaws

I hereby certify that I am the duly elected Board Member of California Community College Student Affairs Association and that the foregoing Bylaws, comprising 18 pages, constitute the Bylaws of the Association as duly adopted at a meeting of the Board of Directors thereof held on Wednesday, December 8, 2021.

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