



CALIFORNIA COMMUNITY COLLEGE
STUDENT AFFAIRS ASSOCIATION

CORPORATION BYLAWS

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**BYLAWS OF
CALIFORNIA COMMUNITY COLLEGE STUDENT AFFAIRS ASSOCIATION
A California Nonprofit Public Benefit Corporation**

ARTICLE I - Name

The name of this corporation is the CALIFORNIA COMMUNITY COLLEGE STUDENT AFFAIRS ASSOCIATION (“Corporation”).

ARTICLE II - Principal Office

The principal office of the Corporation is:

California Community College Student Affairs Association
c/o Adrienne Thompson
Citrus College
1000 W. Foothill Blvd.
Glendora, CA 91741

The Executive Board of Directors (hereinafter, “Board”) is authorized to change the Corporation’s principal office. In the event the principal office location is changed, these Bylaws shall be amended to reflect such change. The Board may, at any time, establish branch or subordinate offices at any place where the Corporation is qualified to conduct its activities.

ARTICLE III - Purpose

The specific purpose of this Corporation is to promote and advance public two-year post-secondary education. The Corporation intends to accomplish that purpose by stimulating effective work in the two-year post-secondary education profession, strengthening professional status by establishing and promoting criteria for professional training, undertaking research and study pertinent to the profession, exchanging information and ideas in order to aid all individuals engaged in the profession as Student Affairs professionals in the California Community Colleges, success and enhancement of the student programs and services at their respective colleges. Any and all activities of the Corporation are for educational purposes only.

ARTICLE IV - Membership

Section 1: Classes and Qualifications.

This Corporation shall have 5 levels of membership: Active, Associate, Graduate Student, Affiliate, and Emeritus.

- a) **Active Membership** - All employees who are currently engaged in the administration of student affairs programs and services in any California Community College, or other community college, shall be eligible for active membership in the association and shall become active members upon payment of the annual dues.

- b) **Associate Membership** - All employees who have an interest in the administration of student affairs programs and services in any California Community College, or any other community college, shall be eligible for associate membership in the corporation upon payment of annual dues.
- c) **Graduate Student Membership** - Graduate students pursuing a Masters' degree or higher in education, student development, or counseling who are not currently employed in the administration of student affairs programs or services, shall be eligible for graduate student membership in the association upon payment of annual dues.
- d) **Affiliate Membership** - Affiliate membership is open to professional staff organizations that support the purpose of the corporation and pay annual dues.
- e) **Emeritus Membership** - This membership level 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 active membership in CCCSAA with at least one year of CCCSAA board service. Emeriti will be nominated and accepted at the annual meeting.

Section 2: Voting Privileges

Only Active Members defined in Article IV, Section 1, who have paid the established annual dues shall have any voting privileges including, but not limited to, election of executive directors, the disposition of assets, or dissolution of the Corporation. Additionally, Active Members shall have all rights afforded members under the California Nonprofit Public Benefit Corporation Law.

Section 3: Other Persons Associated With the Corporation

The Corporation may refer to Associate, Graduate Student, Affiliate, and Emeritus members as "Members," even though such persons and entities are not Active Members as set forth in the Bylaws. No such reference shall award an Associate, Graduate Student, Affiliate, or Emeritus member the rights and privileges reserved for Active Members, including, but not limited to voting rights.

Section 4: Dues/Fees

All Members shall pay annual membership dues to the Treasurer. The Membership year is from July 1 through June 30 of each year. A majority vote of the Board shall establish all dues and fees amounts. Dues and fees amounts shall be equal for all Members of each class. The Board, however, may set different dues and fees amounts for each class.

Section 5: Meetings of the Members

- a) **General Meeting** - The Corporation shall hold at least one general meeting of the Members during each school year semester. The Board shall determine the date, time, and location of the meetings. During each general meeting the affairs of the Corporation shall be reported and any other business may be transacted which is properly brought before the membership. During a general meeting held during the spring semester, directors shall be elected.

- b) **Special Meetings** - Special meetings may be called by the President or upon the petition of ten (10) Members of the Corporation. The notice of any special meetings shall designate the date, time, and location of the meeting and the purpose for which it is called.
- c) **Notice** - Notice of all meetings, general or special, shall be distributed to the membership no less than seven (7) days in advance of the date of such meetings.
- d) **Quorum** - A majority (50 percent plus one) of the Active Members shall constitute a quorum for any general or special meeting, in person or by proxy.

Section 6: Reservation of Rights, Powers and Privileges

- a) The following rights, powers and privileges are preserved to the Active Membership:
 - 1. To amend the Corporation's Articles of Incorporation in the manner hereinafter provided.
 - 2. To amend these Bylaws in the manner hereinafter provided.
 - 3. To recall any executive officer or Board member at a regular or special meeting of the Membership. Such recall shall not be effective unless placed upon the agenda by a petition signed by not less the twenty (20) Active Members setting forth the alleged reasons for the recall of the named Board member or officer, which petition shall be published to the entire membership at least seven (7) days before the meeting at which the petition is to be heard. The person whose recall is sought shall have the right, either in writing or in person, to defend him/herself against the allegations within the petition. No person shall be recalled except by a two-thirds (2/3) majority vote of the Active Members present at the meeting. Such a vote shall be taken by secret ballots at the meeting at which the allegations are heard.
 - 4. Hold and maintain elected and appointed offices.
 - 5. Receive a discount on CCCSAA conference registration fees.
 - 6. Have access to CCCSAA's listserv
 - 7. Receive mailings and access to the "members only" information on CCCSAA website.
 - 8. Propose and second motions.
 - 9. Vote as a college delegate.
 - 10. Serve on special committees.
 - 11. Apply for professional development scholarships
 - 12. Nominate their college's students for CCCSAA student leadership scholarships.
 - 13. Other privileges as designated by the Board.
- b) The following rights, powers and privileges shall be enjoyed by the Associate, Graduate Student, and Affiliate Members:
 - 1. Receive a discount on CCCSAA conference registration fees.
 - 2. Receive mailings and access to the "members only" information on the CCCSAA website.
 - 3. Serve on special committees.

- c) The following rights, powers and privileges shall be enjoyed by Emeriti Members:
1. Receive a discount on CCCSAA conference registration fees.
 2. Receive mailings and access to “members only” information on the CCCSAA website.
 3. Serve as a resource for special committees.
 4. Have access to CCCSAA’s listserv.

Section 7: Membership Regional Alignment

- a) The regional alignment for membership shall be as follows, unless a petition is written by a member institution’s executive board and approved by the Board pursuant to subsection d below:
1. Region 1 - Butte, Feather River, Lassen, Redwoods, Shasta, & Siskiyou
 2. Region 2 - American River, Cosumnes River, Folsom Lake, Lake Tahoe, Mendocino, Napa Valley, Sacramento City, Sierra, Solano, Woodland, & Yuba
 3. Region 3 - Alameda, Berkeley City, Cañada, Contra Costa, Diablo Valley, Laney, Los Medanos, Marin, Merritt, San Francisco City, San Mateo, Santa Rosa, & Skyline
 4. Region 4 - Cabrillo, Chabot, De Anza, Evergreen, Foothill, Gavilan, Hartnell, Las Positas, Mission, Monterey Peninsula, Ohlone, San Jose City, & West Valley
 5. Region 5 - Bakersfield , Columbia, Fresno City, Reedley, Merced, Modesto, Porterville, San Joaquin Delta, Sequoias, West Hills Coalinga, & West Hills Lemoore
 6. Region 6 - Allan Hancock, Antelope Valley, Canyons, Cuesta, Moorpark, Oxnard, Santa Barbara, Taft, & Ventura
 7. Region 7 - El Camino Compton Educational Center, East L.A., El Camino, Glendale, L.A. City, L.A. Harbor, L.A. Mission, L.A. Pierce, L.A. Southwest, L.A. Trade-Tech, L.A. Valley, Pasadena, Santa Monica, & West L.A.
 8. Region 8 - Cerritos, Citrus, Coastline, Cypress, Fullerton, Golden West, Irvine Valley, Long Beach, Mt. San Antonio, Orange Coast, Rio Hondo, Saddleback, Santa Ana, & Santiago Canyon Region
 9. Region 9 - Barstow, Cerro Coso, Chaffey, Copper Mountain, Crafton Hills, Desert, Moreno Valley, Mt. San Jacinto, Norco, Palo Verde, Riverside, San Bernardino, & Victor Valley
 10. Region 10 - Cuyamaca, Grossmont, Imperial Valley, MiraCosta, Palomar, San Diego City, San Diego Mesa, San Diego Miramar, Southwestern
- b) North and South areas shall be divided as follows:
1. North: Regions 1 – 5
 2. South: Region 6 – 10
- c) Any college whose regional affiliation is unsatisfactory may request to be realigned, as long as such realignment is approved by two-thirds (2/3) of the Corporation’s Board.
- d) Thirty percent (30%) of the colleges in the region shall constitute a quorum for any general or special regional meeting.

- e) Regional Representatives have minimum responsibilities with respect to the Corporation. Such responsibilities shall include but are not limited to:
 - 1. Attend all CCCSAA general business meetings.
 - 2. Disseminate information from CCCSAA to advisors in their region.
 - 3. Encourage advisor participation in CCCSAA functions.
 - 4. Facilitate and organize at least one meeting per semester of all advisors in their region.
 - 5. Be informed and aware of issues facing the state student association/organization.
 - 6. Keep the CCCSAA Board aware of important regional issues.
 - 7. Other duties as assigned.

Section 8: Termination of Membership

The membership and all rights of membership shall automatically terminate on the occurrence of any of the following causes:

- a) The voluntary resignation of a member;
- b) Where a membership is issued for a period of time, the expiration of such period of time;
- c) The death of a member;
- d) The dissolution of corporate members; and
- e) The termination of all memberships or any class of members upon the amendment of these bylaws permitting the termination, pursuant to these bylaws permitting the termination, pursuant to Section 4342 of the California Corporations Code.

ARTICLE V - Executive Board of Directors

Section 1: Powers, Standard of Care

- a) Powers: Subject to the provisions of the Public Benefit Corporation Law of California, and subject to any limitation in the Articles of Incorporation and the Bylaws relating to action required to be approved by the Membership, the business and affairs of this corporation shall be managed by and all corporate powers shall be exercised by or under the discretion of the Board.
- b) Standard of Care/Liability: Each Director shall exercise such powers and otherwise perform such duties in good faith, in the manner such Director believes to be in the best interests of the Corporation and its membership, including and using ordinary prudence, as a person in a like position would use under similar circumstances.

In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in which case prepared or presented by:

- a) a. One or more officers or employees of the Corporation whom the Director believes to be reliable and competent in the matters presented;
- b) b. Counsel, independent accountants or other such persons as to matters which the Director believes to be within such person's professional or expert competence; or

- c) c. A Committee of the Board upon which the Director does not serve, as to matters within its delegated authority, which committee the Director believes to merit confidence, so long as in any such case, the Director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Section 2: Number of Directors/Qualifications/Elections

- a) The officers of the Corporation shall be elected by the Active Members, and shall serve as the Directors of the Corporation. There shall be no less than three (3) and no more than ten (10) Directors at any one time. The exact number of Directors shall be fixed by a majority vote of the Active Members, and shall normally be student affairs professionals, administrators, or others interested in advancing the goals and purposes of the Corporation.
- b) The Officers of the Corporation shall be Nominated and elected in the Spring.

Section 3: Power of Directors

Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and any limitations in the Articles of Incorporation and these Bylaws, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the performance of any duties or the exercise of any such powers to such officers or agents as may from time to time be designated by resolution.

Section 4: Selection and Term of Office

At the organizational meeting of the Board following the adoption of the Bylaws, the Board shall divide its members into two groups. One group of members shall hold office until the first annual meeting of the members; the second group shall hold office until the second following annual meeting of the members. The members of each group shall hold office until the annual meeting designated for the group and until respective successors are selected and qualified. Thereafter, the terms of Directors shall be for one year, except for the Treasurer and Secretary, whose terms of office shall be two years, elected in opposite years. A Director may succeed himself or herself in office. All elections shall be held at the annual meeting. Prior to the election, candidates for the elected positions shall be given a maximum of three minutes during the Corporation's annual meeting to present their platform.

Section 5: Voting

Each member of the Board shall have one vote. Directors are not allowed to vote by proxy.

Section 6: Annual Meeting

The Board shall hold a meeting the same day as and following the Corporation's annual meeting, for the purpose of organization and the transaction of other business properly brought before the Board. Notice of the Corporation's annual meeting shall constitute notice of the Board of Director's meeting immediately following the Corporation's annual meeting.

Section 7: Regular Meetings

The President may call meetings of the Board for any purpose or purposes at any time. The President shall call a meeting upon the request of three (3) members of the Board.

Section 8: Meetings by Telephone

Any regular meeting may be held by conference telephone or similar communication equipment, as long as all Directors participating in the meeting can hear one another. All such Directors shall be deemed to be present at such a meeting.

Section 9: Place of Meetings

Meetings of the Board shall be held at any place within the State of California, which has been designated from time to time by resolution of the Board or written consent of all members of the Board. In the absence of such designation, any noticed meeting shall be held at the principal office of the Corporation.

Section 10: Notice of Meetings

- a) Notice of every regular meeting shall be given to each Director at least 48 hours before each meeting. Notice may be oral or written and may be communicated personally, by telephone, by fax, by email, or by mail to the last known address of the addressee and, if mailed, notice is complete upon mailing. The notice shall specify the place, date, and hour of the meeting and the general nature of business to be transacted.
- b) An agenda listing the matters to be considered at each meeting shall be given to each Director on or before the date and time of the meeting.
- c) Notwithstanding anything in this section to the contrary, the President may call an emergency meeting of the Board without giving the normal notice if such a meeting is necessary to discuss an unforeseen emergency condition. Notice of any emergency 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 subsection is any condition that, if not addressed by the Board within this emergency time frame, may result in a detriment to this Corporation.
- d) The transactions of the Board at any meeting, however called and noticed or whenever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if: (a) a quorum (as discussed below) is present, and (b) either before or after the meeting each of the Directors not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice and consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records.
- e) Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting, before or at its commencement, concerning a lack of adequate notice.

Section 11: Attendance at Meetings

All Directors are expected to regularly attend Board meetings. In the case that a Director has in excess of five (5) absences during the Membership year, without prior notification, to the President

or designee, the Board can consider removal of said Director. The Director in jeopardy 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 person in jeopardy of removal shall have the right, either in writing or in person, to defend him/herself against the allegations. Removal of the Director will require a two-thirds (2/3) vote of the Board members who are present and voting. All other persons invited by the Board shall be permitted to attend any meeting of the Board, provided, however, that the Board may hold closed sessions during any Board meeting.

Section 12: Quorum

A fifty percent (50 %) majority of the total number of voting Board shall constitute a quorum for the transaction of business at every meeting.

Section 13: Removal of Directors

Directors of this Corporation may be removed at any time by: a two-thirds (2/3) majority vote of the total number of Active Members or a Director may also be removed for excessive absences as prescribed in Article V, Section 11.

Section 14: Committees

The Board, by resolution adopted by a fifty percent (50%) majority of the Directors then in office, may create one or more committees to serve at the pleasure of the Board for any purpose authorized by the Articles of Incorporation, these Bylaws and the California Nonprofit Public Benefit Corporation Law.

Section 15: Rules

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

Section 16: Compensation

No Director shall, in addition to the compensation paid to a Director in his/her capacity as an officer, receive, directly or indirectly, any compensation for his or her service as Director. The Board may authorize reimbursement of actual and necessary expenses incurred by Directors in attending meetings or for expenses incurred in the performance of duties on behalf of the Corporation, as long as such Director has not been reimbursed for such expense in his capacity as an officer.

Section 17: Action Without Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors.

ARTICLE VI - Officers

Section 1: Officers/Compensation

The officers of this Corporation shall be a President, Past-President, President-Elect, Secretary, Treasurer, Communications Officer, Legislative Liaison, Northern Area Representative, and Southern Area Representative.

Section 2: Selection

The Active Members shall elect all officers of this Corporation for terms of one year, or until their successors are elected and qualified, except for the Treasurer and Secretary, whose terms of office shall be two years, elected in opposite years. All officers shall be Active Members. When a vacancy occurs, the Board shall select a replacement at its next meeting.

Section 3: President

The President shall preside at 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 prepare and disseminate an agenda for each Board meeting.

Section 4: Past President

In the absence or disability of the President, the immediate Past President shall perform all the duties of the President. The Past President will be responsible for the contract for the coming year's Student Leadership Conference. 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 5: President-Elect

In the absence or disability of the President and the Past President, the President-Elect shall perform all the duties of the President. The President-Elect will coordinate the scholarship program as well as the Directors' annual transition meeting. The President-Elect shall have such powers and perform such other duties as may be prescribed from time to time by the Board.

Section 6: Secretary

The Secretary 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 Corporation 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 pertain to the office or as prescribed by the Board. 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 Secretary shall keep or cause to be kept, at the Corporation's principal office, a copy of the Articles of Incorporation and Bylaws, as amended to date. The Secretary shall maintain an attendance log of all Board meetings and provide a quarterly report at a Board meeting.

Section 7: Treasurer

The Treasurer shall be the chief financial officer of this corporation, and shall keep and maintain adequate and correct books of accounts of the Corporation's transactions. The Treasurer shall collect membership fees and handle all income and disbursements of the Corporation. If so required by the Board, the Treasurer 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 Treasurer shall submit an annual report to the Board no later than forty-five (45) days after the end of the Corporation's fiscal year. The Treasurer shall also send out membership information to campus advisors, maintain a current and active roster of all members of the Corporation, serve on Student Leadership Conference and Professional Conference planning committees, collect registration fees, present a financial statement to the general membership during the professional conference, chair a committee of the Board which shall prepare an annual budget to be presented to the Board for approval, and serve as member of the CCCSAA Scholarship committees. In case of the absence or disability of the Treasurer, or his or her 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.

Section 8: Communications Officer

The Communications Officer shall be responsible for marketing and recruitment for the organization as well the production and distribution of a minimum of three newsletters each year. The Officer will establish their contents, establish copy deadlines for each newsletter and collect articles from contributors. One newsletter shall be distributed during the fall, one distributed during the winter, and one distributed during the spring of each academic year. The Officer shall also maintain the CCCSAA listserv and website.

Section 9: Northern Area Representative

One Northern Area representative shall be elected. Candidates must be an Active Member of the Northern Area. The Northern Area Representative shall serve as a liaison to all colleges and regional advisors within the Northern Area. The representative will disseminate information from CCCSAA to all Northern Area regional advisors and bring concerns of the Northern Area to the Board. The Northern Area Representative shall also serve on the Student Leadership Conference planning committee when the conference is being hosted in any of the Northern regions.

The Northern Area representative may be recalled by a vote of 2/3 of the advisors from the regional colleges of the North Area.

Section 10: Southern Area Representative

One Southern Area representative shall be elected. Candidates must be members of the Southern Area. The Southern Area Representative shall serve as a liaison to all colleges and regional advisors within the Southern Area. The representative will disseminate information from CCCSAA to all Southern Area regional advisors and bring concerns of the Southern Area to the Board. The Southern Area Representative shall also serve on the Student Leadership Conference planning committee when the conference is being hosted in any of the Southern regions.

The Southern Area representative may be recalled by a vote of 2/3 of the advisors from the regional colleges of the South Area.

Section 11: Legislative Liaison

In addition, during those years when a memorandum of understanding exists between the Corporation and the state student association/organization, the Corporation shall provide a member to serve as the liaison between the two groups; that person shall be an officer of the Corporation, a member of the Board, and shall be called the Student Liaison. Officers may be compensated for services rendered to the Corporation, as long as such compensation is approved by a majority vote of the Active Members. The Board may authorize reimbursement of actual and necessary expenses incurred by officers in attending meetings or for expenses incurred in the performance of duties on behalf of the Corporation, as long as such officer has not been reimbursed for such expense in his capacity as a Director.

ARTICLE VII - Committees

Section 1: Executive Committee

There shall be an executive committee that may meet from time to time and conduct business prescribed by the Board. The executive committee shall be composed of the President, the Past President, the President-Elect, the Secretary, the Treasurer, and the chairs of any standing committees that may hereafter be established by the Board.

Section 2: Special and Conference Committees

Special and Conference 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 his or her committee to the President at the end of the college year. The combined reports shall become part of the official records of the Corporation, shall be properly filed by the Secretary, and be available for reference by any member.

Section 3: Nominating Committee

The Nominating Committee shall be a Special Committee. It shall be composed of the President, President-Elect, Communications Officer, and the North and South Area Representatives. The President shall be the Chairperson. The Nominating Committee shall recommend candidates for all elected offices. The Nominating Committee shall encourage a diverse selection of candidates to run for the Board.

ARTICLE VIII - Fiscal Year

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

ARTICLE IX - Defense and Indemnification

The Corporation 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 Corporation, or was or is serving at the request of the Corporation as a Director, Officer, Employee, or other Agent of another corporation, 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 Corporation, 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 Corporation, or that the Person had reasonable cause to believe that the Person's conduct was unlawful.

To the extent that an agent of the Corporation 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 Corporation 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 Corporation 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 Corporation. "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 X - Execution of Instruments, Deposits and Funds

Section 1: Execution of Instruments

The Board, except as otherwise provided in the Bylaws, the Articles of Incorporation, and the California Nonprofit Public Benefit Corporation Law, may by resolution authorize any officer or

agent of the Corporation 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 circumstance. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose in any amount.

Section 2: Checks and Notes

Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, draft, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Treasurer, President or Secretary. Only one signature is required.

Section 3: 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 may select.

Section 4: Gifts

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

Section 5: Reserve Funds

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

ARTICLE XI - Corporate Records and Reports

Section 1: Maintenance of Corporate Records

The Corporation shall keep at its principal office in the State of California:

- a) Minutes of all meetings of Directors, 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 Director 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 Corporation. This inspection by a Director 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.

Section 2: Annual Report

The Board shall cause an annual report to be sent to the members not later than one hundred twenty (120) days after the close of the Corporation's fiscal year. The report shall contain all the information required by Section 6321(a) of the Corporations Code and shall be accompanied by any report

thereon of independent accountants, or if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation. The annual report shall be furnished to all Directors.

Section 3: Annual Statement of Certain Transactions and Indemnifications

The Corporation shall furnish annually to its members a statement of any transaction or indemnification described in Section 6322(d) and (e) of the Corporation Code, if such transaction or indemnification took place. Such annual statement shall be affixed to and sent with the annual report described in Section 2 of this Article.

ARTICLE XII - Conflict of Interest

No Directors shall be financially interested in any contract or other transaction entered into by the Board, and any contract or transaction entered into in violation of this article is void. No Director 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 Corporation.

ARTICLE XIII – Scholarships

Section 1: President-Elect’s Duties

The President-Elect shall be the chairperson of both the CCCSAA Student Leadership Scholarship and the CCCSAA Professional Scholarship. The Chairperson shall present any revisions of these scholarship guidelines for the year during the CCCSAA Fall Leadership Conference Business Meeting.

Section 2: Student Leadership Scholarship Guidelines

- a) There may be up to five (5) Student Leadership Scholarships granted within Regions 1-5 and up to five (5) within Regions 6-10. Additional scholarships may be granted if approved by the Active Members by Majority Vote. The amount of any scholarships shall be determined by the Active Members at the Spring Conference for the next year’s scholarship budget allocation. In the event there is not a quorum of Active Members at the Spring Conference, the Board shall determine the amount of any scholarships for the next year’s scholarship budget allocation.
- b) Each college shall select two applicants from its campus and submit them to the CCCSAA President-Elect. The President-Elect shall then designate the selection committee for regional reviewing.
- c) The applications from Regions 6-10 shall be reviewed by three advisors from Regions 1-5 and the Northern Area Representative. The applications from Regions 1-5 shall be reviewed by three advisors from Regions 6-10 and the Southern Area Representative. The President-Elect shall conduct a final review of all applications.
- d) Scholarships shall be awarded at the state student association/organization conference in spring, unless otherwise notified.

- e) Only California Community College students shall be eligible for scholarship.

Section 3: CCCSAA Professional Scholarship

- a) Applicants shall be an Active Member in good standing of the California Community College Student Affairs Association, with all dues and fees paid in full.
- b) Up to three Professional Scholarships shall be granted during any academic year, unless otherwise approved by the Active Members. The amount of any scholarship shall be determined by the Active Members at the prior year's Spring business meeting.
- c) All applicants shall be working toward a degree or continuing their education in a field related to Student Activities/Student Development.
- d) The applicant shall have completed a minimum of six (6) semester units from an accredited college or university during the academic year of application and maintain a cumulative G.P.A. of not less than 2.0.
- e) Applications shall be reviewed by the CCCSAA Scholarship Committee, which shall be comprised of the CCCSAA Treasurer, one Board member at large, and the Northern and Southern Area Representatives, none of whom are applying for a scholarship.

ARTICLE XIV - Amendment of Bylaws

These Bylaws may be amended at any regular or special meeting of the Corporation by a majority vote of the Active Members.

ARTICLE XV - Amendment of Articles of Incorporation

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

ARTICLE XVI - State Student Association/Organization

Section 1: 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 Corporation will seek 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.

Section 2: 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 30 days after July 1st.

Section 3: Approval

In the year prior to the expiration of the memorandum then in force, the Board shall negotiate the tentative terms of the subsequent memorandum and recommend them to the Members at a spring general meeting. These terms shall be deemed approved unless sixty percent (60%) of those Members attending vote against their acceptance.

**CERTIFICATE OF SECRETARY OF CALIFORNIA COMMUNITY
COLLEGE STUDENT AFFAIRS ASSOCIATION**

I hereby certify that I am the duly elected and acting Secretary of California Community College Student Affairs Association and that the foregoing Bylaws, comprising 19 pages, constitute the Bylaws of the Corporation as duly adopted at a meeting of the Board of Directors thereof held on January 31, 2001

Dated: May 3, 2014

Tzoler Oukayan, Secretary