I. Call to Order

II. Roll Call

III. Approval of Agenda #21 – Action Item

IV. Chair's Report

V. Presentation – HSU Athletics (Dan Collen, HSU Athletics Director)

VI. Approval of Minutes

A. Approval of Minutes #20 dated April 1, 2011 – Action Item

VII. Public Comments (As per the Gloria Romero Open Meeting Act of 2000 authorized by Section 89306.)

Every A. S. Council agenda for regular meetings shall provide an opportunity for members of the public to directly address the A. S. Council on any item affecting higher education at the campus or statewide level, provided that no action shall be taken on any item not appearing on the agenda. However, Council may briefly respond to statements made or questions posed by a person exercising his or her public testimony rights, may ask a question for clarification, make a brief announcement, or make a brief report on his or her own activities. A. S. Council may also provide a reference to resources for factual information, request staff to report back to the body at a subsequent meeting concerning any matter, or request that a matter of business be placed on a future agenda.

Persons recognized by the Chair should first identify themselves by name. Time limits will be established by the Chair depending on the number of people wishing to speak and the length of the Agenda. The maximum amount of time per speaker shall not exceed 10 minutes. Public comments regarding items on the agenda will be taken prior to each agenda item.

VIII. Appointments to Committees and Council

A. A. S. President
B. A. S. Administrative Vice President
C. A. S. Legislative Vice President
D. A. S. Student Affairs Vice President

IX. Old Business

X. Official Reports (10 minutes limit each speaker, additional time at discretion of Chair)

A. Committee Reports from Students-at-Large (This is a time for students appointed to committees/boards to give a report to Council.)
B. College Representative Reports
C. Graduate Student Representative (Leanne Lynch)
D. Residence Hall Association (RHA) Representative Report (Maureen Walsh)
E. General Manager (Joan Tyson)
F. Elections Commissioner (John Folstrom)
G. AS Presents (Annie Bartholomew)
H. CSSA (Kaci Poor)
I. CSSA (Aaron Guerrero)
J. Legislative Vice President (Aaron Wilyer)
K. Student Affairs Vice President (Kristy Eden)
L. Administrative Affairs Vice President (Stephanie Partlow)

Board of Finance Report – Wednesday, April 6, 2011 (minutes to follow)

A. Request from the Women’s Resource Center (WRC) for approval to spend an amount not to exceed $1,500.00 from the WRC’s Special Projects – In House line item and to expend Special Projects funding in conjunction with a grant from the Activities Coordinating Board/MultiCultural Center (ACB/MCC) Allocation Board – Action Item
The WRC’s Budget Language #4 requires approval from the Board of Finance for any In House Project that shall result in a cumulative cost of more than $500.00. The Board of Finance and the ACB/MCC Allocation Board must also approve expenditures of Special Projects – In House funds when used in conjunction with an ACB/MCC Allocation Board Grant.

B. Request from the Associated Students Government from Capital Purchases Reserve for funds in an amount not to exceed $1,291.00 for the purchase of one new Dell OptiPlex 960 Computer – Action Item
The e-Mac computer in the Administrative/Student Affairs Vice President’s office is seven years old and has lost major functions and is unable to be updated to a current operating system.

C. Request from the Associated Students Government from Capital Purchases Reserve for funds in an amount not to exceed $1,291.00 for the purchase of one new Dell OptiPlex 960 Computer – Action Item
The Dell GX 270 computer in the Legislative Vice President/California State Student Association office is seven years old and is becoming less functional and is unable to have additional memory installed.

M. President (Iban Rodriguez)

XI. General Council Discussion (At this time Council members and Executives may follow-up with questions regarding reports.)

XII. New Business

XIII. General Council Work Session

A. Assembly Bill 1233; New Nonprofit Corporation Governance Practices. Implications for Associated Students of Humboldt State University—Information Item (Joan Tyson)

XIV. Announcements

XV. Adjournment
Call to Order

Aaron Wilyer, Legislative Vice President, called the meeting to order at 9:00 a.m. in the University Center, South Lounge.

Roll Call


Members Absent: Karen Land (unexcused)

Officers Present: Iban Rodriguez, Stephanie Partlow, Aaron Wilyer, Kristy Eden, Aaron Guerrero, Kaci Poor, Annie Bartholomew, John Folstrom

Advisors Present: Joan Tyson

Approval of Agenda

MOTION: OKEH/KELLY move to approve Agenda #20

APPROVED

Chair's Report

Wilyer reported that he will be unable to attend the next meeting because of the Model United Nations (MUN) Conference.

Special Presentation

HSU’s Emergency Text Messages (John Capaccio, Housing Director and Jan Marnell, Emergency Services Coordinator)

John Capaccio, the Director of Housing, and Jan Marnell the HSU Emergency Service Coordinator, were present. Capaccio explained that the University has an emergency management plan that oversees large emergency events on campus. Capaccio stated that the University is interested in making text messaging mandatory for students with an opt-out option. Marnell explained that the text messaging system is used for campus emergencies that have the ability to affect the entire campus community. As an example, Marnell explained that the University did not use the system for the bomb threat on March 28 that affected only Founders and Van Matre Halls, but used it during the tsunami advisory warning that had the potential to disrupt a great deal of the campus community. Capaccio asked for feedback on if text messaging should be mandatory. Council members expressed that the emergency text messaging system should be mandatory with an opt-out available to students. Bartholomew asked why three text
messages were sent out for the Tsunami warning. Marnell explained that when more information became available new text messages were sent out. Walsh asked if a reverse-911 call system could be used. Marnell stated that the County uses a reverse-911 system and that the University also uses an RSS feed for emergency situations as well. Anderson stated that reverse-911 call systems only work well with land lines and stated that he is in favor of making the text messages mandatory with an opt-out. Capaccio explained that the alert notification system is in place to notify students to get more information from other sources, including (707) 826-INFO, KHSU 90.5 and www.humboldt.edu. Meyers stated he was interested in learning more about the logistical process of how campus emergencies are determined Capaccio explained that the commanding officer of UPD makes the decision if an emergency alert should be sent out.

Approval of Minutes

A. Approval of Minutes #19 dated March 11, 2011 – Action Item

MOTION: GOODSON/JOHNSON move to approve Minutes #19 dated March 11, 2011
APPROVED

Public Comments (As per the Gloria Romero Open Meeting Act of 2000 authorized by Section 89306.)

There was no Public Comment.

Appointments to Committees and Council

A. S. President (Iban Rodriguez)

MOTION: GOODSON/OKEH move to appoint Michael Kroner to the Associated Students Elections Commission
APPROVED

A. S. Administrative Vice President (Stephanie Partlow)
No Appointments.

A.S. Legislative Vice President (Aaron Wilyer)
No Appointments.

A.S. Student Affairs Vice President (Kristy Eden)
No Appointments.

Old Business

A. Review and Approval of the 2011-2012 Associated Students Budget as presented to the Associated Students Council on March 11, 2011 and subsequently amended by the Board of Finance on March 23, 2011 to adjust for the loss of Summer Semester fee revenue.– Action Item

The Board of Finance forwarded the recommended budgets for A.S. Programs to Council on March 11, 2011. Council is scheduled to act at this meeting on the 2011-2012 Associated Students recommended budget. If A.S. Program Directors wished to appeal
the Board of Finance's recommendation to Council, they were to deliver 20 copies of their appeal narrative and justification to the Associated Students Business Office no later than 5:00 p.m. on March 30, 2011. Each program that appeals will be given five minutes to make their presentation to Council and Council will be given five minutes to ask questions. No adjustments will be made until all of the programs requesting appeals have been heard.

It is also possible that Council may decide to call in programs for which they have questions. If that happens, programs selected will be asked to appear at the following A.S. Council meeting, scheduled for Friday, April 8, 2011 at 9:00 a.m. If a program is not called in by Council, and the program does not appeal, the program will not have their recommended budgets altered. (Please note: for a program to be called in by Council, at least a majority of the members must vote to do so.)

Following hearing appeals, Council will make a motion to approve the recommended budget, proceed through budget language and each A.S. Program providing an opportunity for discussion, questions, comments followed by a vote on the whole document—minus any programs called in by Council.

Partlow opened Public Comment on the Budget.

*There was no Public Comment.*

1. The following program is appealing the Board of Finance recommendation. They will have five minutes to make their presentation, after which Council will have five minutes for a question and answer period.

   A. Sports Clubs

   *There was no representative from Sports Clubs.*

   **MOTION:** JOHNSON/WALSH move to approve the 2011-12 AS Recommended Budget Associated Students Budget as presented to the Associated Students Council on March 11, 2011 and subsequently amended by the Board of Finance on March 23, 2011 to adjust for the loss of Summer Semester fee revenue APPROVED

Partlow explained that the Council will go through the 2011-12 Budget Language first and then proceed through each AS Program’s budget for discussion. Partlow also noted that to amend a program’s budget the program would first need to be called in.

**2010-11 Budget Language (Applies to all programs receiving A. S. funds)**

No discussion.

**Activities Coordinating Board** $18,000

No discussion.
<table>
<thead>
<tr>
<th>Department</th>
<th>Budget</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>AS General Operations</strong></td>
<td><strong>$217,625</strong></td>
</tr>
<tr>
<td>No discussion.</td>
<td></td>
</tr>
<tr>
<td><strong>AS Insurance</strong></td>
<td><strong>$9,955</strong></td>
</tr>
<tr>
<td>No discussion.</td>
<td></td>
</tr>
<tr>
<td><strong>AS Presents</strong></td>
<td><strong>$92,395</strong></td>
</tr>
<tr>
<td>No discussion.</td>
<td></td>
</tr>
<tr>
<td><strong>Arts and Music Festival (SLAM)</strong></td>
<td><strong>$4,538</strong></td>
</tr>
<tr>
<td>No discussion.</td>
<td></td>
</tr>
<tr>
<td><strong>AS Government</strong></td>
<td><strong>$76,366</strong></td>
</tr>
<tr>
<td>No discussion.</td>
<td></td>
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<tr>
<td><strong>CSSA</strong></td>
<td><strong>$28,206</strong></td>
</tr>
<tr>
<td>No discussion.</td>
<td></td>
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<tr>
<td><strong>CCAT</strong></td>
<td><strong>$44,898</strong></td>
</tr>
<tr>
<td>No discussion.</td>
<td></td>
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<tr>
<td><strong>Children’s Center</strong></td>
<td><strong>$35,766</strong></td>
</tr>
<tr>
<td>No discussion.</td>
<td></td>
</tr>
<tr>
<td><strong>Club and Program Support</strong></td>
<td><strong>$18,100</strong></td>
</tr>
<tr>
<td>No discussion.</td>
<td></td>
</tr>
<tr>
<td><strong>Drop-In Recreation</strong></td>
<td><strong>$22,063</strong></td>
</tr>
<tr>
<td>No discussion.</td>
<td></td>
</tr>
<tr>
<td><strong>Eric Rofes Queer Resource Center</strong></td>
<td><strong>$5,320</strong></td>
</tr>
<tr>
<td>No discussion.</td>
<td></td>
</tr>
<tr>
<td><strong>Film Festival</strong></td>
<td><strong>$9,320</strong></td>
</tr>
<tr>
<td>No discussion.</td>
<td></td>
</tr>
</tbody>
</table>
Graduation Pledge Alliance $2,495
No discussion

Learning Center Tutorial Program $16,626
No discussion

Marching Lumberjacks $5,800
No discussion

MultiCultural Center $55,541
No discussion

Sports Clubs $28,500
Poor stated that the Associated Students should consider the appeal from Sports Clubs regarding increased funding. Partlow stated that she took exception to the word “fair” in the appeal memo provided by Sports Clubs and explained the Board of Finance’s process for creation of the Budget. Partlow explained that Sports Club funding has increased over the years. Walsh stated she was in favor of the club sports programming but that students sports clubs could improve their fundraising. Partlow also noted that the Sports Clubs program could apply for additional funding from Associated Students Unallocated in the following year.

Student Access Gallery $8,630
No discussion

WRAP $32,730
No discussion.

Women’s Resource Center $28,246
No discussion.

YES $57,780
No discussion.

Student Life Support $5,500
No discussion.
Unallocated $8,400

No discussion.

Reserves $0

No discussion.

There was no further discussion on the 2011-12 AS Recommend Budget. The Council proceeded to vote on the Budget as a whole without any amendments.

Official Reports (10 minutes limit each speaker, additional time at discretion of Chair)

Committee Reports from Students-at-Large
No report.

Okeh – College of Arts, Humanities and Social Sciences
Okeh reported that some Humboldt Orientation Program (HOP) Counselors have picked up packets to run for AS Council.

Kelly – College of Arts, Humanities and Social Sciences
Kelly reported that he attended the Academic Senate meeting, but that the Academic Senate chose to delay voting on the Constitution for the new University Senate.

Meyers – College of Arts, Humanities and Social Sciences
Meyers reported that he attend a Material, Services and Facilities fee meeting for the College of Arts Humanities and Social Sciences (CAHSS). Meyers will be attending an Associated Students Campus/Community Service Scholarship Committee meeting on Monday. Meyers also noted that he has been giving class raps on the AS Elections. Advising for Journalism majors will now be online. Governor Jerry Brown has announced that the tax extensions will not be included on the June Ballot.

Land – College of Professional Studies
Absent.

Johnson – College of Professional Studies.
Johnson reported that the Student Affairs Advisory Committee (SAAC) is finishing up a lot of their goals for the semester. Johnson is still working on the purchase of AS sweaters and the College of Professional Studies (COPS) Mixer.

Goodson – College of Professional Studies
Goodson reported that the COPS Mixer will be on April 20, from 2:00 – 4:00 p.m. in the Karshner Lounge. Goodson will not attend the meeting next week because she will be at the Model United Nations (MUN) Conference.

Guest – College of Natural Resources and Sciences
Guest reported that grievance that was being processed through the Student Grievance Committee has been completed. Guest is still working on getting College t-shirts in the HSU Bookstore.
Anderson – College of Natural Resources and Sciences
Anderson reported that he attended one of the open forums for the Dean of College of Natural Resources and Sciences (CNRS) position. Anderson also certified three Council members in CPR.

Ward – College of Natural Resources and Sciences
Ward reported that the CNRS representatives met last night and wanted to recognize Anderson for his hard work and also recognized Anderson and Guest for sitting on the MSF Fee committee for CNRS. Ward stated that Dr. John Reiss, Chair of the Biological Sciences Department, has created a five year plan of course offerings. Ward was made aware that CCAT did not send a thank-you letter to a donor and will contact the current CCAT Co-Directors regarding the issue.

Brownell – At-Large
Brownell reported that she attended a meeting of the Advancement Foundation meeting in San Francisco over Spring Break. The Business Department is making significant changes to their faculty. The Advancement Foundation discussed the University’s centennial in 2013. Brownell reported that she attended a SAAC meeting on March 25.

Graduate Student Representative (Leanne Lynch)
Lynch reported that she is looking forward to joining a committee.

Residence Housing Association Representative (Maureen Walsh)
Walsh reported that RHA and AS will be hosting Humans vs. Zombies on April 16. RHA is considering by-law changes that would effect the RHA Representative position. Walsh also noted that interviews for the RHA Executive Board are today.

Vice President of Student Affairs (Peg Blake)
Dr. Blake reported that the CSU has received news that the referendum for tax extensions will not be on the June, 2011 ballot. The CSU may face an additional $500 million in cuts and that HSU’s proportion of the cuts would be approximately $13 million. It is possible that HSU will not have a finalized budget until October, 2011. Dr. Ken Ayoob has been appointed as the Dean for the College of Arts Humanities and Social Sciences. HSU is in the middle of active searches for Dean of College of Natural Resources and Sciences and Dean of the University Library. Dr. Blake is working towards creating a one-stop enrollment center that would combine the Financial Aid office, the Registrar’s office, Student Financial Services and Admissions. The Associated Students will be consulted on the one-stop enrollment center as planning progresses. Dr. Blake is looking into expanding student recreation opportunities and the Forbes Complex would be used to house some of the new programming.

General Manager (Joan Tyson)
Tyson reported that the Board of Finance and Council did an excellent job on the Budget.

Elections Commissioner (John Folstrom)
Folstrom reported that there are a number of packets that have been pulled for different offices. Folstrom stated that the mandatory candidate meeting is next Tuesday at 5:00 p.m. Folstrom appreciated everyone’s participation in class raps.

AS Presents Coordinator (Annie Bartholomew)
Bartholomew reported that the Lenka and Greg Laswell show will be tomorrow night in the Depot. There are free tickets for AS Council members. The Hwy 101 mud slide will not affect any of the AS
Presents programming.

**California State Student Association Representative (Kaci Poor)**
Poor reported on behalf of Guerrero. The California Faculty Association Rally is scheduled for April 13 at noon in the Art Quad. Guerrero lobbied Senator Noreen Evans.

Poor reported that she attended the March for Higher Education during spring break and that the attendance at the March was estimated at 15,000-20,000. The Lobby Corps will not be taking a separate Spring trip to the Capitol but will be lobbying at during the California Higher Education Student Summit (CHESS). The Lobby Corps will be purchasing a banner.

**California State Student Association Representative (Aaron Guerrero)**
Absent.

**Legislative Vice President (Aaron Wilyer)**
Wilyer reported that AB 1233 will change the corporate structure of the Associated Students and that the Council will need to address changes to its code in the near future. Wilyer is lobbying Steve Dixon, the Student Trustee, to vote against student fee increases. Wilyer also attended an Academic Senate meeting on Tuesday, March 28. The Academic Senate continues to discuss the creation of the University Senate.

**Student Affairs Vice President (Kristy Eden)**
Eden reported that there was a SAAC meeting on March 25. The SAAC has scheduled the Club Campout for April 14. The annual juried student show will be opening in the Reese Bullen Gallery on April 14. Eden suggested that the Associated Students plug the AS Elections at the Animal Collective show. Eden will be making a mascot training video on April 2, with Lynch. Eden has planned an end of the year party for AS Council on April 29 from 4:00 -6:00 p.m. Eden has been working on the academic planners for the 2011-12 school year. The smoking shelter project has been put on hold as the University waits for news on the state budget. Eden will be attending a meeting of the University Center Executive Director Search Committee later today and will be attending a meeting of the AS Campus/Community Service Scholarship Committee on Monday.

**Administrative Vice President Report (Stephanie Partlow)**
Partlow reported that she attended the last Activities Coordinating Board/MultiCultural Center Allocation Board meeting of the year. Partlow received CPR training from Anderson. Partlow will be attending the AS Executive Committee meeting at 3:00 p.m. today. Partlow thanked the Board of Finance for their hard work on the budget.

**Board of Finance Report – Wednesday, March 23, 2011**

A. Request from the Sustainable Living Arts and Music Festival (SLAM Fest) from the SLAM Fest Trust Account in an amount not to exceed $605.00 for costs associated with production of the 2011 SLAM Fest – Information Item
The SLAM Fest is requesting an allocation from their trust account for the following expenses:

- $180.00  ½ Page Lumberjack Advertisement
- $ 50.00  Facebook Advertisement
- $200.00  Printing of schedule
$100.00 Parking permits for off campus participants  
$75.00 T-shirts for SLAM staff  
$605.00  

Partlow reported that the Board of Finance approved the request for expenditures from the SLAM Fest Trust Account.

B. Revision to the 2011-12 Associated Students Recommended Budget – Information Item  
The Associated Students will not be collecting fee revenue for the Summer 2011 semester. The A.S. Board of Finance must amend the 2011-12 Recommended Budget to account for the decrease in fee revenue.

Partlow reported that the Board of Finance recommended that the Associated Students allocate an additional $10,000.00 from the Operating Reserves to account for the decrease in revenue from the elimination of HSU’s Summer Semester fee income.

President (Iban Rodriguez)

Rodriguez reported that he met with Eloy Sosa, his designee to the Budget Committee. HSU is doing well on budget planning for the 2011-12 year. The 2011-12 budget will include additional allocations to the Office of Diversity and Inclusion and the Sponsored Programs Foundation. Rodriguez met with Jerri Jones, HSU’s Clubs and Activities Coordinator, to discuss funding for Greek Life and the possibility of a commercial kitchen for campus clubs to use.

General Council Discussion

Meyers stated that Council members who have suggestions on qualifications for a new University Police Chief should contact Capaccio. Meyers also agreed that the AS should have a presence at the Animal Collective show. Okeh noted that the English Department provides course listings four years in advance and also does its advising online. Ward asked Eden where the locations for the smoking shelters would have been. Eden replied that the smoking shelters would have been placed at Van Matre Hall, the Art Quad and the Student Business Services building. Ward asked Rodriguez if he had finished writing the letter she had requested to Department Chairs. Rodriguez replied that he will work on it in the evening. Brownell stated that she and Guest had met with Rodriguez in February regarding specific concerns that members of Council had with Rodriguez performance as A.S. President. Brownell stated that she was frustrated that Rodriguez had many unexcused absences and finds it unacceptable. Brownell stated that she would appreciate it if Rodriguez would provide advance notification to the Council when he will miss a meeting. Walsh noted that supplies for campus drag shows have gone missing. Wilyer noted that students affected by the Tea Gardens Fire have not received any funds from the trust fund that was created for them. Dr. Blake stated that she will look into the matter. Wilyer noted that the Cabinet for Institutional Change will be meeting with a group of campus leaders on April 26 at 8:00 a.m. Dr. Blake asked for feedback on why the campus has not chosen to become a smoke-free campus. Wilyer stated that the Associated Students held a referendum last year and that the students overwhelmingly didn’t want a smoke free campus, but wanted the smoking policy better enforced. Anderson stated that the Wildlife Department has sent aside open hours for advising for its enrolled students. Anderson stated that he agreed with Brownell’s earlier comments regarding the AS President’s leadership.

General Council Work Session
There was no General Council Work Session.

**Announcements**

Rodriguez announced that Take Back the Night march will be on Friday, April 15. Eden announced that HSU Print Makers will have a show at the First Street Gallery that will open on Saturday night. Eden also announced that the Spring Clubs Fair is April 8. Walsh announced that the History Club will be showing the film *Staying Alive* this Thursday in Founders Hall 118. Folstrom stated that the YES house will be hosting a Friday Night Music event at 7:00 p.m. in the Kate Buchanan Room. Wilyer gave the *You Rock Rock* to Partlow for her work during the budget process. Okeh reported that the Women’s Resource Center is accepting submissions for the Matrix until April 7.

**Adjournment**

Wilyer adjourned the meeting without objection at 10:57 a.m.

Recorded by:

Rob Christensen
AS Council Assistant

Approved by:

Aaron Wilyer
Legislative Vice President
Assembly Bill 1233; New Nonprofit Corporation Governance Practices. Implications for “Associated Students of Humboldt State University”

The California Legislature recently enacted AB 1233 amending several provisions of the Nonprofit Corporation Law. Many of these changes apply to auxiliary organizations, and particularly to AS entities. These amendments require auxiliary organizations to review and perhaps modify their governance practices.

**Governing Boards may have only voting directors**

AB 1233 clarifies that a director is a person who has been elected (or appointed as provided in the bylaws) to act as a member of the board and act on actions or decisions by the board. Thus, a nonprofit corporation may not have non-voting members on the board of directors.

AB 1233 specifies that a person who does not have authority to act as a member of the governing board shall not be a director, but if the articles or bylaws provide that a person is a director or a member of the governing body because he or she occupied a certain position, than that person is a director for all purposes. This specification also requires that, in order to execute the fiduciary responsibility to the organization, all directors must have full rights and privileges. Current practices of allowing ex-officio, non-voting directors or other non-voting members must be eliminated.

The bylaws must stipulate the number of directors of the board.

What this means for AS @ HSU?

Need to amend our constitution to include the President and VP’s as voting members.

OR,

Another option could be to involve non-directors in our meetings is to treat them as guests, standing invitees, or advisors.

I recommend you think about making the following:

1. The authorized number of Council Members of the corporation shall be seventeen (17) consisting of the following:

2. Elected Council Members

The following Directors shall be elected (or appointed in the case of a vacancy):

a. President, Administrative Vice President (secretary/treasurer or chief financial officer), Legislative Vice President, and Student Affairs Vice President, each of whom shall be elected by students, hereinafter membership at large;
b. Three College-specific representatives per college (College of Natural Resources and Sciences, Arts, Humanities & Social Sciences, and Professional Studies). Council members elected by a particular College shall be from said College at the time of the election.

c. One All University Representative, elected by and represents students enrolled in interdisciplinary programs and undeclared majors;

d. One Two At Large Representatives, elected by and represents all HSU students;

c. One Graduate Student Representative, elected by the graduate membership, and;

d. Residence Hall Representative, Recommended for appointment by the Resident Housing Association (RHA)

3. Advisors and liaisons to the Council

Advisors and liaisons to the AS Council shall consist of:

a. The CSSA Representative(s)

b. AS Presents Representative;

c. Elections Commissioner;

d. The HSU President or designee;

e. The General Manager;

f. Such other Directors as the Board may appoint or authorize by a two-thirds (2/3) vote of the then current membership of the Council;

*Ex officio directors have the rights and duties of other directors, including the right to vote.*

What this means for AS @ HSU?

Convert any ex officio members to advisor and liaisons or give the ex officio director full rights as directors.

*Only directors may serve as members of committees/commissions that exercise board authority*

A board committee that includes any “non-voting” directors or other non-directors cannot be delegated authority to act on behalf of the board. Corporations, though, may continue to create advisory committees, which do not have authority to act for the board, and both directors and non-directors may serve on these committees. AB 1233 prohibits a committee exercising the authority of the board from including, as members, persons who are not directors.

What this means for AS @ HSU?

Our Elections Commission membership would need to be changed to include only AS Council (voting) members.
OR

The Elections Commission could remain as it currently exists except that a next step would need to be included in its authority such as:

Unofficial Election results will be submitted at the Transition Meeting. When the AS Council has accepted the report, the elections results will then be considered “official”.

**Directors may not vote by proxy**

Consistent with the fiduciary duties imposed on directors by current California law, AB 1233 expressly forbids directors from voting by proxy on matters presented for action at a board or committee meeting.

What this means for AS @ HSU?

Not an issue at this time. None of our governing documents include a provision for proxy votes.

**Each director has one vote**

Permitting certain directors more than one vote is inconsistent with current law and a director’s fiduciary duties. AB 1233 clarifies that each director may have only one vote on matters presented for action at a board or committee meeting.

**A specific directors presence to conduct board business in now permitted.**

Could include in bylaws the provision that would require the presence of one or more specified positions in order to constitute a quorum and to transact business. This might be useful when directors represent various constituencies and wish to ensure those constituencies are represented when the board takes action.

**Officers Required by California Nonprofit Public Benefit Corporation Law (CNPBCL)**

Requires that the board of directors, at a minimum, have a chair or a president, a secretary, and a treasurer or chief financial officer. The bylaws may combine officer positions, except that the secretary, the treasurer, or chief financial officer many not also serve as the governing board chair or president.

What this means for AS @ HSU?

We would identify in our bylaws the position of President as president, and the position of Administrative Vice President as secretary/Chief financial officer.

**Officer Veto Authority**
CNPBCL does not appear to contemplate a named AS officer having the power to veto governing board decisions. [Note: Education Codes Sections 89300 et seq., and 89900 et seq., give the CSU Board of Trustees, Chancellor and campus presidents considerable oversight, review and approval over AS actions.]

What this means for AS @ HSU?

Powers and Duties of the President as outlines in the AS Constitution

e. May line-item veto Associated Students Budget and Code Legislation

Powers and Duties of the Associates Students Council as outlined in the AS Constitution

5. To override the President's veto by a two-thirds (2/3) vote.

Procedure in the Formulation of the Budget, Article V., B. 5 & 6.

President may exercise line-item veto authority

Council has an opportunity to override with a two-thirds majority

May be other references to veto authority as well.