



**The BYLAWS OF
THE UNIVESRITY OF CALIFORNIA STUDENT ASSOCIATION**

Approved as Amended May 2013

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ARTICLE I. THE BOARD OF DIRECTORS

Section A. Composition of the Board of Directors

Each member student association as defined in the UCSA Charter shall forward the following representative as a member of the UCSA Board of Directors:

1. A Voting Board Member, who has been duly elected or appointed by their campus student body, to hold the board voting privilege. Elected Voting Board Members shall be certified by the presentation of a Representation Letter, signed by the Voting Board Member and an authorized signature from the campus member association (in compliance with a given associations bylaws), to the UCSA President prior to assuming a voting position on the Board of Directors. An authorized signature is any campus association's officer or staff member who can verify the Voting Board Member was duly elected according to their respective governing documents. Appointed Voting Board Members shall be verified by the presentation of Representation Letter, signed by the association President.

Providing that member student organizations elect or appoint the following officials and that member organization funds are available for their attendance and participation, member student organizations are encouraged to also forward as members of the UCSA Board of Directors:

1. A Campus Organizing Director elected or appointed in accordance with campus policies and practices to oversee the development and implementation of UCSA direct action organizing campaigns on campus. Campus Organizing Directors shall be certified by the presentation of the Representation Letter (Article 1, Section A.1).
2. A Legislative Liaison elected or appointed in accordance with campus policies and practices to oversee the development and implementation of grassroots legislative campaigns on campus. Legislative Liaisons shall be certified by the presentation of the Representation Letter (Article 1, Section A.1).

Section B. Responsibilities of Voting Board Members

Each Voting Board member shall:

1. Attend all UCSA BOD meetings, the BOD retreat, the UC Student Congress, the UC Student of Color Conference, and the UC Student Lobby Conference.
2. Present a monthly UCSA update to their campus association, including resolutions, the action items/campaigns and any UC policy or legislative concerns or actions of UCSA.
3. Collaborate with UCSA staff in carrying out UCSA campaigns on campus and bringing campus-based concerns to the UCSA BOD for their consideration in the form of written monthly campus reports.
4. Communicate with campus administrators, local Regents and local legislators in cooperation with their association.
5. Provide up to date contact information and respond in a timely manner to BOD communications.
6. Actively serve on one standing committee and attend all committee meetings.
7. In the event that a COD or LL is not appointed or elected, assume all their duties.

8. Work to secure funding for UCSA Dues in their association. Submit any amendments to dues or the UCSA Budget at the March meeting, and submit the proposed annual budget approved by the Board in March to their association prior to the last meeting of the Board in May.
9. Ensure timely payment of membership dues and UCSA invoices to their association.
10. Recruit students to participate in all UCSA campaigns and activities from their respective association.

Additionally, each Voting Board member shall be encouraged to bring a student delegation to all UCSA conferences from their campus association and student organizations that reflect the diversity of their campus.

Section C. Responsibilities of Campus Organizing Directors

Campus Organizing Directors (COD's) shall assist the Voting Board Member in the responsibilities defined in *ARTICLE I, SECTION B.* in addition to the following:

1. Collaborate with UCSA staff in recruiting and coordinating student staff and interns for campus office and UCSA activities.
2. Collaborate with UCSA staff in organizing coalitions of campus student groups to work on UCSA Campaigns.
3. Attend as many BOD meetings and participate in the BOD as much as possible. Maintain regular communication with the UCSA Field Organizers and other CODs.

Section D. Responsibilities of Legislative Liaisons

Legislative Liaisons (LL's) shall assist the Voting Board Member in the responsibilities defined in *ARTICLE I, SECTION B.* in addition to the following:

1. Collaborate with UCSA staff in recruiting and coordinating student staff and interns for UCSA lobbying activities.
2. Organize local lobbying activities.
3. Attend as many BOD meetings and participate in the BOD as much as possible. Maintain regular communication with the UCSA Legislative Director and other LL's.
4. Maintain regular communication with District offices near the Campus.

Section E. Expectation of the Member Association Offices

1. Collaborate with UCSA staff in carrying out UCSA Campaigns on campus.
2. Collaborate with UCSA staff in publicizing UCSA activities and positions on respective campuses.
3. Collaborate with UCSA staff in mobilizing grassroots student action on respective campuses around UCSA positions.
4. Collaborate with UCSA staff in researching issues as requested by UCSA and survey student interests and opinions.

ARTICLE II. THE BOARD OF DIRECTORS

Section A. Elections

1. The Board shall elect, from its membership, the following officers:
 - a. UCSA President
 - b. UCSA Board Chair
 - c. UCSA Secretary Finance Officer

2. The Board shall elect, from its membership, the following positions:
 - a. Campus Action Committee Chair and Vice Chair
 - b. Legislative Committee Chair and Vice Chair
 - c. University Affairs Committee Chair and Vice Chair
 - d. USSA Liaison
 - e. Labor Liaison
 - f. Environmental/Sustainability Liaison

3. The Graduate and Professional Student Committee and the Undergraduate Student Committee will elect their own Chair and Vice Chair immediately following the general board elections in committee breakouts.

4. The election process for the officers, Committee Chairs and Vice Chairs, and Liaisons shall be as follows:
 - a. The election shall be noticed at least 7 days prior to the vote taking place.

 - b. Nominations shall be by a member of the Board and shall require a second. Nominations will be opened during the first Board meeting at the UC Student Congress and will close during the Board meeting following the Congress campaign voting, at which time elections will take place. The nomination period shall last a minimum of 24 hours. Nominations between Board meetings shall be presented to the Board Chair, and shall require a second at the following Board meeting.

 - c. Any candidate elected as an Officer, Committee Chair or Vice Chair is recommended to resign from any other chair or president position they may hold on another systemwide UC student government board or council, including but not limited to the Council on Student Fees and the Council of Presidents.

 - d. Once the nominations are closed, candidates shall give brief remarks. Board members shall have the opportunity to ask the same questions of the candidates running for the same position. The Board shall then have the option to confer before a vote is taken.

 - e. Election shall require affirmative votes by a simple majority.

 - f. The vote shall be held by secret ballot, counted by a member of the outgoing Board, and verified by a staff member.

- g. In the event that no candidate receives the necessary majority, a runoff vote shall be held for the top two candidates. Candidates may elect to withdraw at this time. The Board shall have the option to re-open nominations if a majority of those present so choose. The process in the following round will follow that outlined in sub-clauses *ARTICLE II, SECTION A.3.b* through *SECTION A.3.e*.
- h. In the unlikely event that it becomes necessary to recall an executive committee member, the following procedure and cautions must be followed. A recall vote is a measure of last resort, and can only occur after the BOD members or member associations have previously discussed their concerns with the officer being recalled. Alternative resolutions should be sought before proceeding.
 - i. Decision to go to a recall vote:
 - 1. A simple majority vote of the BOD is necessary to determine if adequate alternative steps have been taken before a recall vote may occur. This vote may be held at a regularly scheduled meeting or by a letter signed by a simple majority of the BOD and delivered to the UCSA office as least two weeks prior to a regularly scheduled Board meeting. The letter must be forwarded to the entire BOD before the meeting.
 - 2. Only in extreme circumstances, as determined by the BOD, should the recall vote take place immediately following the decision to go to a recall vote. An immediate recall vote requires the consent of at least 2/3rd of the Voting Board member present. An immediate recall vote shall only take place under extreme circumstances.
 - ii. Recall vote:
 - 1. Recall vote can take place only at a regularly scheduled meeting.
 - 2. A recall requires a 2/3rd vote of the Executive Board members at the meeting.
 - 3. If a recall vote is successful, the duties of the officer shall be removed immediately.
- i. Upon the vacancy of an officer position, duties shall temporarily be taken over according to the order of succession in *ARTICLE II, SECTION A.1* until a Special Election is held.
 - i. If the UCSA Secretary Finance Officer position is vacant, the Executive Committee will convene within 48 hours by call to vote to temporarily fill the vacancy from the Executive Committee membership.
 - ii. A Special Election to fill the vacant position will be held at the next regularly scheduled BOD meeting at least 7 days after the position becomes vacant using the election process outlined in *ARTICLE II, SECTION A.3*.
- j. Upon the vacancy of a Committee Chair position, duties shall temporarily be taken over by the respective Committee Vice Chair until a Special Election is held to fill the vacant

position at the next regularly scheduled BOD meeting at least 7 days after the position becomes vacant using the election process in *ARTICLE II, SECTION A.3*.

- k. Upon the vacancy of a Committee Vice Chair position, until a Special Election will be held to fill the vacant position at the next regularly scheduled BOD meeting at least 7 days after the position becomes vacant using the election process in *ARTICLE II, SECTION A.3*.
5. Terms of office
 - a. The UCSA Executive Board will remain in office until the following Congress and are recommended to attend the UCSA Board Retreat. In the event that an association has not elected or appointed a new Voting Board Member by the end of the May Board meeting, the current voting board member shall retain their vote.
 - b. The remainder of the UCSA Board of Directors terms of office will conclude at the end of the May UCSA Board meeting.

Section B. Responsibilities of the UCSA Executive Officers

1. In addition to Board member responsibilities above [*ARTICLE II, SECTION A.*], UCSA Executive Officers dedicate between 3 and 15 additional hours a week to UCSA business. As compensation for the additional time commitment, and in order to provide such leadership opportunities to Board members with financial need, UCSA provides quarterly stipends for officers.
2. The stipend amount is set by the Board in the annual budget process. The Board may not raise the stipends of current officers.
3. An evaluation of the UCSA Executive Officers shall be included as part of the bi-annual Board evaluation.
4. The Board Executive Officers shall serve as the Personnel Committee in the event the personnel committee is not able to meet or has not yet been convened.

Section C. Responsibilities of the President

The President shall:

1. Act as the official representative of the Association. Assist the Board Chair and Executive Director with coordination of BOD activities and preparation of BOD agendas.
2. Call and facilitate all meetings of the Executive Committee, with the power to vote.
3. Establish and maintain communication with the President of the University, the Chair of the Board of Regents, and the Chair of the Academic Council. S/he is also responsible for communication with the United States Student Association (USSA), as a member statewide student association of USSA, as well as communication and updates on California State Student Association (CSSA), and other statewide student associations (SSA), with whom UCSA may work in coalition.
4. Establish and maintain communications with the Council of Chancellors and the Office of Student Academic Services within the UC Office of the President.
5. Coordinate the Board's actions regarding the budget, in cooperation with the Secretary Finance Officer.

6. Sign letters, opinion/editorial submissions, and other official written communication on behalf of the Association.
7. Collaborate with the campus Board member when making official statements or appearances representing the association in their campus or local media.
8. Substitute for the Board Chair at the Chair's request and assume Chair responsibilities in the event of his or her absence.
9. Act as an ex-officio, non-voting member of all Board Standing Committees.
10. Present a monthly report to the Board of all activities and correspondence.
11. Make no less than one visit per academic year of each Member Association at their respective campus, whenever possible, appearing in front of the association's respective legislative body.

Section D. Responsibilities of the Board Chair

The Board Chair shall:

1. Act as the official representative and coordinate activities of the BOD, in cooperation with the Executive Director.
2. Facilitate, or designate a facilitator, at all meetings of the BOD.
3. Establish and maintain communications with community and labor organizations with whom UCSA may work in coalition.
4. Establish and maintain communications with the Council on Student Fees, the Council of Vice Chancellors and the Office of Student Academic Services within the UC Office of the President.
5. Coordinate the Board's actions regarding its Charter, Bylaws and operating procedures, and the annual Board orientation.
6. Share responsibilities with the Standing Committee Chairs, to facilitate the communication and execution of BOD directives and discussion of proposed BOD positions or actions.
7. To appear as often as possible with the President when making official statements or appearances representing the BOD.
8. Substitute for the President at the President's request and assume Presidential responsibilities in the event of his/her absence. Serve as spokesperson for UCSA as needed, in the absence of the UCSA President.
9. Act as an ex-officio, non-voting member of all Board Standing Committees.
10. Present a monthly report to the Board of all activities and correspondence.
11. Coordinate, nominate, and Chair the Personnel Committee, and carry out all other personnel duties outlined in the UCSA Personnel Policy Manual.
12. In the event that the office of President becomes vacant, serve as President until a new President is duly elected.

Section E. Responsibilities of the Secretary Finance Officer

The Secretary Finance Office shall:

1. Be responsible for overseeing the annual budget development with the Executive Director and communicating the budget process to Board members and member associations.
2. Present quarterly financial reports to the Board in collaboration with the Executive Director.
3. Present a monthly report to the Board of all activities.
4. In the event that the Board Chair becomes vacant, serve as Board Chair until a new Board Chair is duly elected.

5. Be responsible for taking minutes of each BOD meeting for the duration of the meeting, and be responsible for collecting and ensuring minutes are taken at all BOD meetings, and Standing Committee meetings.
6. Regularly review and update UCSA Guiding Documents as needed and maintain official copies at the UCSA Main Office of Record and on the UCSA website.
7. Oversee and Chair the Communications Committee, in order to ensure that proper UCSA communications are properly disseminated.

Section F. Responsibilities of the Committee Chairs & Vice Chairs

The Standing Committee Chairs shall:

1. Schedule and facilitate all scheduled meetings as non-voting members, except in creating or breaking a tie. Parliamentary procedure will be used when necessary, the Chair may suspend them at her/his discretion, with the consent of the Committee. The Chair shall make every effort to arrive at consensus before taking it to a vote.
2. In collaboration with staff, coordinate the responsibilities of the committee as well as efforts with other standing committees. Ensures their committee is working on all Action Agenda items throughout the year.
3. Present clear and concise reports and formal recommendations on proposed BOD positions or actions upon which the Standing Committee has previously taken action to the BOD.
4. Sit on the Executive Committee as a voting member and carry out the responsibilities of that committee. Attend all Executive Committee meetings.
5. Be the primary point of contact for members of their committee and provide effective communication for the committee between BOD meetings. Provide mentorship and orientation to Board members that may join after Board transition.

The Standing Committee Vice Chairs shall:

1. Assume all the responsibilities of the Committee Chair in her/his absence.
2. Coordinate the timing and attendance of all committee meetings and conference calls.
3. Responsible for taking minutes and submitting them to the committee members, the committee Chair and the UCSA Secretary Finance Officer.
4. Work with the Committee Chair to ensure responsibilities of the committee are being carried out between BOD meetings.
5. Perform any additional duties assigned by the Committee Chair or the Committee.

Section G. Responsibilities of the USSA Liaison

The USSA Liaison shall:

1. Serve as the official UCSA representative to the USSA Board of Directors.
2. Report on official UCSA stances on issues to USSA and will bring USSA positions on issues back to the UCSA Board of Directors.
3. Travel to all USSA meetings and vote on issues behalf of the UCSA Board of Directors.
4. Work to build coalitions with other state student associations across the country.
5. Work to attain USSA grants for UCSA campaigns.

Section H. Responsibilities of the Labor Liaison

The Labor Liaison shall:

1. Represent UCSA in all items relating to student workers, both represented and unrepresented.
2. Offer insight and coordinate activities with organized labor groups relative to UCSA's goals and campaigns.
3. Maintain contact with labor unions representing various employees of the UC system.
4. Work closely with the UCSA Collective Bargaining Program coordinator in getting student representation to collective bargaining meetings and sessions.
5. Convene and Chair the Ad-hoc Labor Committee.

Section I. Responsibilities of the Environmental/Sustainability Liaison

The Environmental/Sustainability Liaison shall:

1. Aid the UCSA Board in developing action agenda items related to new forms of sustainability and environmentally friendly practices.
2. Serve as the official voice of UCSA to outside environmental groups and report back to UCSA on any new items of interest.
3. Establish and maintain contact with the UCOP Sustainability Director, the California Student Sustainability Coalition, and the students on the UC System-wide Sustainability Committee.

ARTICLE III. COMMITTEES AND CAUCUSES

Section A. The Executive Committee

The Executive Committee shall:

1. Consist of the President, Board of Directors Chair, Secretary Finance Officer, three Board Liaisons, and Standing Committee Chairs as voting members, with the President presiding. Standing Committee Vice Chairs shall be non-voting members.
2. Meet on call of the President or by the majority petition of the committee.
3. Act on specific issues, which, due to time constraints, cannot be considered by the full Board.
4. Implement BOD directives.
5. Submit all actions to the Board at the following BOD meeting. Actions shall be ratified by a majority of the present and voting members.
6. In accord with *ARTICLE VIII*, review and make recommendations to the Board regarding all financial matters of the Board, including but not limited to, the financial status of UCSA programs and campus student government contributions to UCSA.
7. Review and make recommendations to the Board regarding student participation in the UC collective bargaining process.
8. Address all issues pertaining to UCSA's relationships with other organizations and the endorsements of events and activities.
9. Assume any other duties that the Board assigns.
10. Serve as the Personnel Committee when necessary. In the event this occurs, the Personnel Committee will consist solely of the voting members of Executive Committee.

Section B. Standing Committee Membership

1. UCSA Standing Committees shall be:
 - a. Campus Action Committee
 - b. Legislative Committee
 - c. University Affairs Committee
 - d. Graduate and Professional Committee
 - e. Undergraduate Committee
2. Any UC student may participate in any standing committee.
3. Core Standing Committees will be comprised of at least four Board members. All BOD members will be able to take part in any of the three standing committees (Campus Action, Legislative, or University Affairs). Once chosen, the BOD member will be responsible for serving on the chosen committee for the remainder of the school year. The committees will work to ensure that there is appropriate representation of undergraduate and graduate students are on each committee.
4. Committee members shall be self-nominated and assigned by the Board of Directors Chair and the Chair of the Standing Committee.
5. All Board members shall be able to participate in all Standing Committees. Only assigned Standing Committee members shall vote on proposed policy or actions. All Graduate and Professional Board members shall serve on one of the following: Campus Action, Legislative, and University Affairs committees, to ensure Graduate and Professional concerns and perspectives are integrated into all aspects of the organization. All Undergraduate Board members shall serve on one of the following: Campus Action, Legislative, and University Affairs committees to ensure Undergraduate concerns and perspectives are integrated into all aspects of the organization.
6. Standing Committees are responsible for implementing the Action Agenda campaigns and official positions of the Board with respect to their committee and reporting activities to the Board. They also make recommendations for future actions or positions for UCSA to the full Board for adoption.
7. Quorum shall be considered one half plus one of the committee members.

Section C. Oversight & Coordination of the Standing Committees

The Executive Committee will meet to coordinate Standing Committee agendas in order to coordinate efforts prior to the meetings.

Section D. Responsibilities of the Campus Action Committee

The Campus Action Committee shall:

1. Create a subcommittee to develop a coherent campaign strategy for the "Fund the UC" Action Agenda.
2. Develop and implement campaign strategy for the Graduate/Professional and Undergraduate Action Agendas, as requested by the Graduate and Professional and Undergraduate committees, respectively.
3. Plan and coordinate statewide actions.
4. Carry out the UC Students Vote Project objectives decided on by the BOD.
5. Maintain contacts for campaigns on all campuses.
6. Produce literature and supplemental materials for campaigns
7. Write and distribute press releases and news advisories on UCSA actions, conferences and stances.

8. Develop and maintain policies for and content of website.
9. Write, publish and distribute the UCSA newsletter (with a goal of twice a year).
10. Keep communication with other state, national and system-wide student associations.
11. Perform additional duties pertaining to their charge as assigned by the BOD.

Section E. Responsibilities of the Legislative Committee

The Legislative Committee shall:

1. Carry out the legislative priorities and develop lobbying strategies for the campaigns chosen at UCSA Congress as well as Board Directives that are created by the UCSA Board of Directors.
2. Recruit, develop and assist in institutionalizing Lobby Corps at each campus.
3. Propose and track legislation affecting students and potential students of California.
4. Regularly inform the Board of Directors of upcoming legislative hearings.
5. Develop and maintain elected representative database (including contact information, voting records, corporate interests, political affiliations, political contributions, percent of win and key stances).
6. Perform additional duties pertaining to their charge as assigned by the BOD.
7. Work in conjunction with the Campus Action Committee on key legislations to develop statewide grassroots actions, call-in actions, public forums, and press conferences.
8. Produce and distribute an annual Higher Education Report Card (HERC), consistent with the HERC guidelines document.
9. Create a UCSA legislative impact form for each higher education bill including:
 - a. The Author of the bill
 - b. Summary of key points of the bill
 - c. How the bill pertains to higher education, our goals as an organization and/or our UCSA campaigns and directives
 - d. Proposed stance of the bill
 - e. Proposed score for HERC
10. Legislative committee then discuss and votes on the stance of legislation:
 - a. If voted with a stance of 'Support', Priority 1, a resolution must be created for the BOD
 - b. If voted with a stance of 'Support' or 'Oppose', Priority 2 or 3, it is included into the UCSA Bill Packet which must be unanimous amongst legislative committee (if not unanimous, a separate resolution that needs to be presented to the BOD)
 - c. The UCSA Bill Packet then is presented to board in the April board meeting, the Packet includes basic legislation information and UCSA stance, this requires a majority vote by board.
11. Any bills in question by board members must be voted out of the packet and provide an individual resolution at the following board meeting
12. Depending on the urgency of particular legislations, the legislative committee will be able to take stances and create resolutions to present to the board outside of the April board meeting.

Section F. Responsibilities of the University Affairs Committee

The University Affairs Committee shall:

1. Develop and maintain a database for Regents and Chancellors including contact information, background, voting record, key stances, corporate interests and education.
2. Maintain contact with Academic Senate; keep up with any policy changes and stances.

3. Coordinate UCSA dinners with UC President.
4. Develop and track university policies that affect students' access to the university, quality of education and retention rates, specifically with attention to underrepresented students.
5. Perform additional duties pertaining to their charge as assigned by the BOD.

Section G. Responsibilities of the Graduate and Professional Committee

The Graduate and Professional Committee shall:

1. Develop and facilitate campaign strategies for the Graduate/Professional Action Agenda and other issues pertaining to graduate and professional students.
2. Shall perform a due diligence investigation of matters pertaining to and adopted by this committee.
3. Perform additional duties pertaining to their charge as assigned by the BOD.

Section H. Responsibilities of the Undergraduate Committee

The Undergraduate Committee shall:

1. Develop and facilitate campaign strategies for the Undergraduate Action Agenda and other issues pertaining to undergraduate students.
2. Shall perform a due diligence investigation of matters pertaining to and adopted by this committee.
3. This committee shall perform additional duties pertaining to their charge as assigned by the BOD.

Section I. UCSA Advisory Committees

1. The Council on Student Fees (CSF) is an advisory committee to UCSA, made up of the Chairs of the Student Fee Advisory Committees (SFAC) at each of the 10 University of California campuses. CSF serves as the student advisory board on system-wide matters regarding the use of the Student Services Fees and the provision of the student services to UCA and the Council of Vice Chancellors. It also serves as a forum and clearinghouse to discuss campus policies on student services and campus-based fees, as well as developing positions on system-wide fee policy issues and advocating for students. CSF is an independently funded program of UCSA and works with UCSA to represent students in system-wide student fee policy deliberations.
2. The Council of Presidents (CP) is an advisory committee to UCSA, made up of the undergraduate and graduate campus Presidents (regardless of their campus' UCSA membership). CP is Co-Chaired by both an undergraduate and graduate President (who are included on the UCSA email listserv), who will attend all UCSA Board meetings in order to give a report. CP convenes on a monthly basis (either in-person or over the phone) coinciding with UCSA Board of Directors meetings and works with UCSA in order to bring campus-specific issues forward and coordinates meeting agendas with external bodies in order to streamline collective lobbying efforts. When applicable, UCSA will communicate to CP regarding campus-specific ways that CP can support UCSA advocacy/agenda items. The UCSA President and Board will connect with CP monthly, or on an as needed basis.

Section J. Special Committees

1. The Systemwide Affairs Committee will be comprised of the Undergraduate and Graduate External Vice Presidents (EVPs) from each of the participating UCSA associations. This committee will be charged with coordinating the System-Wide Committee appointments, as well as StAR appointments, and will convene briefly at every BOD meeting, or as needed. The UCSA President will serve as the non-voting Chair of this Committee. The University Affairs Director will serve as staff support to this committee. Proxies to this committee may only be used if a campus association has noted who the proxy will be based on the Representation Letter. Proxies may only attend if their EVP is not in attendance (either in person or on the phone) at a given UCSA Board meeting. EVPs can vote for appointments in advance a given meeting that they cannot attend by submitting their votes to the President.
2. The charge and officers of an Ad Hoc Committee shall be designated by the Board of Directors Chair, with Board approval.
3. The Board of Directors Chair, with Board approval, shall designate a Personnel Committee. It shall consist of at least 3 but not more than 4 BOD Voting Board members.
 - a. The Personnel Committee shall have the authority to review all UCSA personnel matters, including the hiring and evaluation of staff.
 - b. Due to the importance of continuity, any committee member missing 3 or more Personnel Committee meetings, including conference calls, will be dismissed. Replacement appointments will only be made in the event the minimum requirements of the committee are no longer met.
 - c. The Personnel Committee shall, without violating confidentiality and legal restrictions, keep the Board apprised of items reviewed by the committee.
 - d. The Personnel Committee may reserve the right to ask the President and Board of Directors Chair to step out while discussing issues relating to the performance of the President and Board of Directors Chair.
 - e. The Board Chair shall serve as Chair of the Personnel Committee and perform other responsibilities according to the UCSA Personnel Policy Manual.
4. The Board of Directors Chair, with Board approval, shall designate a Steering Committee for the UC Student Lobby Conference, the UCSA Board Retreat, and the UC Student Congress. Steering Committees shall be charged with general oversight of the event program and, in the case of the UC Student Congress, the Plenary, and shall be authorized to make interim decisions throughout the event, when necessary.
5. Board approval is required for any appointments to any UC committee, including but not limited to UC system-wide committees, UC advisory committees, or UC special committees, unless approval is waived by a supermajority vote of the Voting Board members.

Section K. Caucuses

1. UCSA shall have standing caucuses, which meet at the UC Student Congress and the UCSA Student of Color Conference.

2. A caucus shall be defined as a "safe" space and as a voice for historically underrepresented communities of students, self-affiliated, meeting to discuss interests' specific to the group.
3. The following groups are recognized as caucuses: Students of Color Caucus; Women's Caucus; Queer Student Caucus; Students with Disabilities Caucus; Non-Traditional Student Caucus (including but not limited to first generation students, re-entry students and student parents); International Student Caucus.
4. A new caucus may be formed and recognized through a motion, second, and majority vote of the board.
5. In order to ensure a safe space for historically underrepresented students, a caucus consists of students who identify themselves as members of that community, though the caucus may vote to open any caucus meeting for specific purposes. Caucuses shall have the discretion to set their own internal operating procedures.

ARTICLE IV. MEETING PROCEDURES

Section A. Attendance

1. The Secretary Finance Officer shall keep an attendance record of those present at each officially scheduled meeting. BOD members are responsible to see that they are recorded as present. Attendance will be taken when the meeting is called to order and when it is adjourned.
2. The attendance of BOD meetings will be sent to every association's Student Body President after each BOD meeting by the Secretary Finance Officer and posted to the website with the minutes within 2 weeks.
3. The Board Chair will inform campus member associations when a Voting Board member has missed 2 or more unexcused meetings in a single year and communicate this information to the Board so it can be included in the minutes.

Section B. Meeting Notice

1. The BOD and each Standing Committee and Special Committee shall give written notice of every regular meeting at least one week prior to the date set of for the meeting, to all BOD members via the listserv, and for the public by posting it to the UCSA website and any individual or organization that has filed a request for notice.
2. No action shall be taken on any item that has not been noticed for at least one week.

Section C. Substitute Voting

1. Substitute voting shall be permissible if two conditions are met:
 - a. The substitute must be from the same campus and association as the BOD member.
 - b. The substitute must present written authorization which specifies the duration of the substitution, signed by the BOD member, to the Board Chair at or before the meeting. The maximum duration for a written authorization is one meeting. The written authorization may not limit the discretion of the substitute.
2. A substitute voter shall not assume the general responsibilities of the BOD member. The substitute shall be limited to the following privileges:
 - a. The right to cast votes on all matters before the BOD and its constituent committees.

- b. The right to fully participate in the debate of the Board and its constituent committees, including, but not limited to, full privileges to introduce and second motions, with the exception of personnel matters handled in closed session.
 - c. The right to reimbursement for travel expenses.
3. Substitutes are responsible for reporting back on all matters discussed and any actions taken at the Board meeting to the Board member and if possible to their legislative body at their next regularly scheduled meeting.

Section D. Meeting Procedures

1. Parliamentary procedure will be used when necessary, the Board Chair may suspend them at her/his discretion, with the consent of the BOD. The Board Chair shall make every effort to arrive at consensus before taking it to a vote.
2. Meetings will be open to anyone except for the provisions specified in *ARTICLE IV, SECTION D.3.*
3. Meetings may be closed to discuss or act on the following:
 - a. Any item for action or discussion involving personnel-related issues.
 - b. Discussion relating to the UCSA budget, although the budget itself must be voted on in open session.
 - c. Matters in which UCSA is participant in litigation.
 - d. Any issues arising from Collective Bargaining talks or labor-related negotiations between UCSA and the University or State of California.
 - e. Student Regent Selection.
4. The Board may invite individuals to join a closed session by a simple majority vote.
5. Any closed session will be noted as such on the agenda as well as the reason for moving into closed session.
6. A meeting is any gathering of more than half of the Board members or more than half of any committee members.
7. Voting by secret ballot is prohibited except in closed session and in the Board elections.
8. Consent Calendar: Any item, submitted in writing at least seven days prior to the Board meeting may be, at the request of the motion's author or the appropriate standing committee chair, added onto the agenda as a consent calendar item. Under approval of the agenda, a list of all items on the consent calendar will be read. If any Board member objects to an item being on the consent calendar, that item shall be removed from the consent calendar and considered as a separate motion, either under New Business or where the Board Chair deems appropriate. All items that remain on the consent calendar shall be considered to be approved by consent by the Board.
9. Order of Agenda: The normal order of the agenda for a UCSA Board meeting is outlined in *APPENDIX A*. The order of the agenda may be amended by a simple majority vote.
10. Campus Reports: Written campus reports shall be submitted by the Voting Board Representative to the Secretary Finance Officer by the BOD packet submission deadline. Reports may be amended orally at the meeting to account for late-breaking developments.

Section E. Special Meetings

1. A special meeting may be called by the President or Board Chair, or by petition of one-third of Board members in good standing.

2. All BOD members and any individual organization requesting notice of regular meetings must be notified of the special meeting and the topics to be discussed, 48 hours before it commences. This may be done by telephone. All BOD members shall also be notified via electronic mail.
3. Only those items noticed may be acted on or discussed at a special meeting.
4. If a special meeting is called at which the entire meeting will be closed, it still must be noticed per *ARTICLE IV. SECTION B.*

Section F. Minutes

1. The Secretary Finance Officer shall take minutes at Board Meetings. The Secretary Finance Officer is responsible for posting minutes within two weeks of the meeting, distributing minutes to all Board members in the BOD agenda packets of the following meeting for Board approval, and updating the website with any amendments made at the time of approval. The Board Chair may suspend the above deadline for just cause and distribute the minutes at the earliest date possible, but must distribute the minutes no later than three calendar months after the meetings at which they were taken.
2. Approval of the minutes shall be a regular order of business at each meeting.

Section G. Campus Organizing Directors and Legislative Liaisons

- Campus Organizing Directors and Legislative Liaisons shall have non-voting status on the Board, with the right to make, amend, and withdraw motions and speak at all meetings of the Board. They shall have full voting privileges on a Standing Committee and any special committee or hiring committees, except the Personnel Committee; however, they shall not have voting privileges in BOD meetings.

Section H. Supermajority Voting Requirements and Membership Override Provisions

1. Any official position requires a two-thirds vote of the present and voting members of the BOD for adoption.
2. Resolutions and Motions – Campus Override Provision
3. For the purposes of this Clause, campus associations are the member associations of UCSA.
4. Each resolution passed by the Board shall be sent, by the UCSA Executive Director or the designee of the Executive Director, by mail, email or fax to each campus association, the Council of Presidents, and the UC President, unless otherwise specified in the text of the resolution. This shall be done within thirty days following the BOD meeting when the item passed.
5. Each individual campus legislative body may inform the UCSA of its disapproval of any such motion or resolution by written letter, within sixty days of the notice from UCSA informing the campus association of the particular item. If at least two-thirds of the campus associations object to any given motion or resolution, the resolution shall be considered void.

Section I. Student Regent Selection

1. Regional Selection Committees:
 - a. There shall be two Regional Selection Committees, one in the North, made up of students from Berkeley, Davis, San Francisco, Merced and Santa Cruz campuses and one in the

South, made up of students from the Irvine, Los Angeles, Riverside, San Diego and Santa Barbara campuses.

- b. These Committees will consist of one Graduate and one Associated Student Association Representative from each campus, to be appointed by the Chief Executive Officer/President of that association. In the event that no other individual is able to serve, the Association's representative to the UCA Board may serve.
 - c. These Chairs will, in consultation with UCSA and the Committee members, develop a set of appropriate interview questions, based upon the set of criteria approved by the UCSA BOD.
 - d. The Regional Selection Committees will meet twice. Each Regional Committee member must be able to attend both meetings. No substitutions will be allowed. Additionally, each Committee member is strongly urged to attend at least one UC Board of Regents meeting in preparation for this task.
 - e. On the completion of interviews, the Regional Chairs will contact the UC Office of the President and the President of UCSA to provide the list of nominees. Only when all candidates have been apprised of their status will the names of the nominees be made public.
2. UCSA Interview Committee:
- a. The Board shall go into Closed Session for the interviews and discussions of candidates and procedures.
 - b. The UCSA Interview Committee shall consist of all UCSA BOD members or substitute Board Members in good standing with the exception outlined in *ARTICLE IV, SECTION 1.2.c.* below.
 - c. No Board member, or substitute Board members who has served on the Regional Committee of that year shall serve on the UCSA interviewing Committee, unless the board, by a majority vote so approves. This decision must take place before the beginning of the first interview.
 - d. The Board will meet prior to the first interview to finalize the interview questions. After the beginning for the first interview, no questions may be added, deleted or changed in substance or terminology.
 - e. The UCSA President will serve as Speaker and facilitator for the interviews and the following discussions. In the absence of the President, the Speaker shall be determined by the order of succession in *ARTICLE I, SECTION A.*, of these Bylaws.
3. Interview Questions
- a. The Board may not ask candidates questions of a distinctly partisan political nature. It is inappropriate and illegal to ask a candidate to reveal personal information, such as age, sexual orientation, ethnicity, grade point average, voting history or political beliefs and/or affiliations.
 - b. The Interview Questions shall be broad in nature, based upon the criteria adopted by the Board. There shall be a set number of questions, and a hypothetical situation exercise designed to assess the candidates' abilities to quickly and accurately analyze information, respond in a Regental setting, and speak to the student needs and perspectives. One follow-up question will be permitted for each set question, in the event that clarification or elaboration of the candidate's response is needed. After the set of questions has been completed, and time permitting, the floor may be opened for Board

members to ask the candidate questions specifically based upon information or statements in the candidate's application or interview. No generalized interview questions may be asked at this time.

4. Evaluation Criteria:

- a. Each year, the UCSA Board must vote to approve any changes in the following criteria.
 - i. The ability to grasp complex issues quickly and thoroughly.
 - ii. A deep understanding of how issues affect all students, including those who are underrepresented in the University of California.
 - iii. Depth on several issues, and the ability to discuss generally one topic of which the candidate is knowledgeable.
 - iv. Experience or demonstrated ability to work and communicate with and persuade a wide variety of people.
 - v. Willingness to research and seek out opinions from students, faculty, and others when faced with a major decision on the Board of Regents.
 - vi. Willingness and ability to work well with UCSA, University Administration, other Regents, and students.
 - vii. A commitment to something other than career advancement.
 - viii. An attitude and approach that engenders respect and credibility in a relatively short period of time.
 - ix. Experience and involvement in student organizations or work on student issues, advocacy or organizing experience.
 - x. Experience in any of the following is highly desirable: corporate/organizational management; complex budget processes; legislative and parliamentary procedures; multicultural relations; critical and analytical reasoning.

ARTICLE V. UC STUDENT CONGRESS AND CAMPAIGNS

Section A. Campaign Submissions

1. UCSA shall annually adopt a minimum of three campaigns:
 - a. Undergraduate Student Campaigns (up to 2 selected each year)
 - b. Graduate and Professional Student Campaigns (up to 2 selected each year, with the option of selecting a general "graduate and professional concerns" campaign that allows for maximum flexibility in working on different issues that may arise)
 - c. Budget/Joint Campaigns (1 per year)
2. All campaigns should take into consideration the organizations/institutional capacity of UCSA and further the UCSA mission and shared values.
 - a. Graduate and professional campaigns should:
 - i. Be flexible to adjust to changes throughout the year
 - ii. Allow for new issues that arise to be worked on throughout the year
 - iii. Be within the scope of Graduate and Professional student capacity and interest
 - b. Undergraduate campaigns should:
 - i. Have a grassroots component and it is suggested to have a legislative and/or regental component

- ii. Be focused on an issue that:
 - 1. Is deeply felt by UC Students
 - 2. Is winnable
 - 3. Builds leadership and community
 - 4. Engage a large number of students on each campus
- c. Budget/Joint campaigns should:
 - i. Focus on areas of similarity between Undergraduate and Graduate and Professional Students
 - ii. Allow for work on the given issue to extend beyond one school year
- 3. Prior to Congress, each Board member shall actively solicit campaign items from as many students on his or her campus as possible, which includes notifying all registered campus student organizations that proposals are being sought.
- 4. Any delegate may propose a Campaign Item during the UC Student Congress.

Section B. UC Student Congress Meeting

- 1. The UC Student Congress will meet in the summer of each year. The conference shall consist of workshops, panels, strategy sessions, roundtable discussions, and the campaign decision-making process. An example of an agenda is outlined in *APPENDIX B*. BOD members are expected to facilitate the majority of the conference with invited students, faculty and community members with special experience or expertise.

Section C. UC Student Congress Voting Representation

- 1. Voting delegates at Congress shall be appointed by the UCSA Voting Board member from each member association, as identified by the UCSA Representation Letter submitted by the association to UCSA by the UC Student Congress Registration Deadline.
- 2. No association will be granted voting privileges at Congress without having completed a dues contract and having paid full dues for the current fiscal year's Fall, Winter, and Spring Quarters.
- 3. Addition Provisions regarding voting representation are outlined in *APPENDIX B*.

Section D. Approval of the Campaign & Board Directives

- 1. The Graduate/Professional Campaign, the Undergraduate Campaign and any joint campaigns must be approved by 2/3rd of the voting delegates from the graduate associations and 2/3rd of the voting delegates from the undergraduate associations respectively. Upon failure to confirm campaigns, respective associations must resubmit new campaigns. Upon selection of the Campaign items, the Board of Directors will draft and release a letter to each association outlining the goals of the items.
- 2. Each Board member shall present the UCSA Campaigns at the first properly convened meeting of their campus association for the year.

Section E. Diversity Guidelines

- 1. The Board of Directors shall establish and maintain a set of diversity guidelines for associations to use in recruiting delegations to Congress.

ARTICLE VI. UCSA BOARD OF DIRECTORS TRANSITION

Section A. Annual Board Retreat

Incoming BOD members and outgoing BOD members are expected to attend a transition retreat, on or before June 30th, at which outgoing BOD members shall introduce the incoming BOD members to the UCSA. The retreat shall include: roundtable discussions, workshops, role plays and games. A list of items to cover is outlined in *APPENDIX D*.

Section B. UCSA Review and Evaluation

1. Procedural Review – Each May, the BOD meeting will include a review of standard operating procedures and guiding documents including the UCSA Charter, Bylaws, Personnel Policy Manual and Standing Policies in open session. The review will include, but is not limited to, an evaluation of the roles of officers, staff, and committees. Concerns and remedies are to be noted in the minutes.
2. Each May the BOD meeting will evaluate the execution and success of campaigns and conferences. This meeting will also include planning the BOD retreat and the UC Student Congress.
3. The Board of Directors shall also conduct a mid-year review of the organization overall including but not limited to: board meetings, procedures, executive committee, standing committees, campaigns, officers, programs and projects of UCSA. A general survey shall be distributed and completed by Board members. The Executive Committee shall review the results of the survey and identify areas for discussion by the Board.
4. Ongoing evaluation of the campaigns and projects shall be incorporated into Board meetings.

ARTICLE VII. UCSA STAFF

Section A. UCSA Personnel Policy Manual

1. Policies Governing the UCSA Staff, as well as job descriptions, are found in the UCSA Personnel Policies. It is the responsibility of the Executive Director to ensure the staff is working together to implement the Action Agenda as well as all official policies of the Board.

Section B. President and Board Chair Communications with Staff

1. UCSA President and Board Chair should communicate BOD directives to the UCSA staff and provide direction as needed.

Section C. Standing Committee Chair Communication with Staff

1. UCSA Standing Committee Chairs should communicate Committee directives, which have been approved by the BOD, to the appropriate UCSA staff and provide direction as needed. Committee Chairs should coordinate with the UCSA President and Board Chair in order to avoid possible conflicting or repeated communications.

ARTICLE VIII. FINANCIAL POLICIES

Section A. BOD Financial Responsibilities

1. Ultimate fiduciary responsibility of UCSA is vested in the Board of Directors. The day-to-day oversight and monitoring of the budget is the responsibility of the Executive Director. General oversight of the budget is the responsibility of the Secretary Finance Officer in coordination with the Executive Director.
2. A temporary Budget Committee may be formed on the request of a Board Member or the Chair of the BOD to assist with long range planning in relation to the finances of UCSA.
3. Each Voting Board member is responsible for educating their association as to the UCSA Budget Process.
4. Each Voting Board member is responsible for submitting a copy of the proposed Budget and Dues to their respective legislative body for ratification after the UCSA BOD approves the Budget. Associations may only approve or reject the Budget as approved by the Board of Directors.
5. Each Board member is responsible for submitting any comments on the Budget to the Executive Director or Secretary Finance Officer during the comment period. Any amendments to dues or the Budget must be submitted at the March BOD Meeting.
6. Each Board member is responsible for submitting any financial reports provided to the BOD to any member of their association requesting a report.

Section B. Secretary Finance Officer

The Secretary Finance Officer will communicate regularly with the Executive Director, who shall supervise the disbursement of Board funds, the purchase or lease of necessary facilities, supplies, and equipment, and the representation development of an annual budget proposal.

Section C. UCSA Annual Budget Process

OCTOBER	-BOD Budget Hearing: Comments, Feedback & Amendments
NOVEMBER	-BOD Votes on Final UCSA Budget & Sends it to Associations for Ratification
DECEMBER	-Associations have the Budget Ratified

1. At the October BOD meeting, the Secretary Finance Officer and Executive Director shall release the draft UCSA Budget.
2. The UCSA Budget shall be based on a fiscal year of January 1st to December 31st of the following calendar year.

3. The UCSA Budget shall consist of two pieces: a detailed line-by-line budget spreadsheet and a budget addendum which is a detailed description of each budget section and line-item delineating the purpose, limits and process for utilizing funds.
4. All unallocated and reimbursed/expropriated funds from unused line items and sections of the UCSA Budget shall be transferred into the UCSA Reserve Fund at the end of the fiscal year unless other use is authorized by two-thirds of the BOD.
 - a. The purpose of the UCSA Reserve Fund is to provide a contingency and long term savings for UCSA; this will provide Budget stability. The UCSA Reserves shall be accounted separately from the Budget.
 - b. It shall require a two-thirds vote of the BOD to allocate from the UCSA Reserve.
 - c. If the Executive Director deems an urgent issue or situation has arisen between BOD meetings, the BOD Officers may make allocations if all Officers consent, the Secretary Finance Officer shall report to the BOD a justification on why the allocation was necessary.
5. Enrollment numbers for the draft Budget shall be calculated based on enrollment of the fall quarter that the budget is being drafted during; dues owed are calculated based on action enrollment once student census data is released by each campus.
6. It is the responsibility of the Voting Board member to submit the proposed annual UCSA Budget and Dues as approved by the Board to their legislative body in the month of November for ratification. The UCSA Budget is ratified by the December BOD Meeting unless more than one third of member associations reject the Budget. Voting BOD members must communicate the rejection to the Board Chair within twenty-four hours of the rejection.
7. If more than one-third of the individual campus association legislative bodies reject the Budget passed by the BOD, the Voting Board members must hold an emergency meeting with the budget committee to amend the Budget and submit the revised Budget to member associations for ratification within One month of being notified of the rejection. The revised Budget will be considered ratified unless more than one-third of member associations reject the budget prior to the Board Retreat. The Board will operate on the same budget from the previous year, while complying with UCSA Personnel Policy and By Laws, until a new budget can be passed and ratified.
8. At the Student of Color Conference, the incoming Board of Directors will obtain copies of the budget and will have the opportunity to ask questions.
9. The Executive Director and Secretary Finance Officer shall prepare a mid-year budget report, to be presented to and discussed by the Board at the Board Retreat.
10. The Budget can only be amended due to a change in enrollment, referenda, or membership. Amending the Budget requires a two thirds vote of the BOD.

Section D. Membership Dues

1. During the annual budget process, the Board shall approve the specific minimum levels of financial support requested from each campus or member organization. In the development of these requests, the Board shall give primary consideration to funding based on an equal assessment per student (per capita) system-wide.
2. The minimum contribution to remain a member in good standing shall be \$1.30 per student per year except as described in *ARTICLE 7, SECTION D.2.a*. This amount may be raised or lowered at any time by the aforementioned 2/3rd vote of the Board of Directors. As per the UCSA Charter, members will also be requested, but not required, to contribute to UCSA an amount in excess of the expected or minimum contributions in order to fund its programs and activities.
 - a. The minimum contribution of University of California Hastings to remain in good standing shall be \$0.65 per student per year or half of the minimum contribution to remain in good standing for all campuses as listed in *ARTICLE VII, SECTION D.2*.
3. It is the responsibility of each Board Member, working with the Executive Director, to ensure that the appropriate level of funding for UCSA is secured for the following academic year before the Board Member steps down from their position on the Board.

Section E. Payment Schedule

1. The transfer of yearly contributions from campuses to the Board account shall take place on a regular basis, no more than four times during each fiscal year. It is the joint responsibility of each member of the Board and the designated fiscal officer to ensure the timely transfer of campus funds to the Board account.

Section F. Officer Stipends

1. The President, Board Chair and Secretary Finance Officer positions shall receive annual stipends. The amount shall be decided by the BOD annually upon review of the recommendations made by the previous BOD. Stipends for the President and Board Chair of UCSA shall be disbursed on a monthly basis by an amount equivalent to 1/12th the annual allotment. Shall officers remove themselves or be removed from office, further payment of the stipend shall be discontinued.

ARTICLE IX. UCSA STUDENT VOTE PROJECT

Section A. Purpose

1. In order to increase the legislative power of UCSA and our members, the Board of Directors will organize non-partisan student voter registration, education and get out the vote efforts for every statewide and federal election on their respective campus.

Section B. Program Goals

1. Maintain and increase the number of informed, active student voters in every state and federal election from previous years.
2. Provide member associations with the resources, trainings, and support to register, educate, and mobilize students to vote in state and federal elections and make at least one presentation to each respective student government association about the UC Student Vote Project.

ARTICLE X. ACCESS AND AFFORDABILITY – “FUND THE UC” ACTION AGENDA

Section A. Purpose

1. As access and affordability are two of the three pillars of excellence the University of California is founded upon, the UCSA BOD will annually work diligently to ensure that all students have the right to quality higher education.
2. In recognition of the state's dire and continual fiscal crisis, UCSA will work to advance both short and long-term revenue reform measures in order to fully fund the University of California and other critical public services.
3. In line with UCSA's past work on access and affordability issues, overall objectives remain to:
 - a. Stay abreast of the state and federal budgets and how they both affect higher education.
 - b. Work to educate all member associations about how the budget affects higher education, thereby empowering students to make education their own.
 - c. Campaign to advocate for increased funding to higher education to ensure access and affordability.
 - d. Set and meet goals for each phase of the project on each campus during the yearly budget cycle.
 - e. Work with the UC administration to ensure that UC does not lose sight of the importance of students.

Section B. Timeline

1. UCSA will focus joint graduate and undergraduate efforts on the “Fund the UC” Action Agenda every year until, and including, 2016-2017, when a prospective initiative to reform Proposition 13 may be targeted for the November ballot.
2. After this period, the Board may choose either to continue pursuing the “Fund the UC” Action Agenda or to open up the budget action agenda for a vote at UCSA's annual Congress.

Section C. Program Goals

1. Advocate for, and organize around, both revenue-raising bills in the Legislature and progressive revenue reform initiatives on the June and/or November ballots.
2. Continuously educate students about the root causes of California's budget crisis and stress the need for revenue reform to stem this crisis.

3. Work closely with existing coalition partners, and continue to cultivate additional relationships with progressive organizations across the state working toward revenue reform.
4. Work in concert with coalition partners to reform Proposition 13 by 2016 through a ballot proposition that:
 - a. Removes both the two thirds requirement to raise revenues in the state legislature, and
 - b. Removes the cap on corporate property taxes.

ARTICLE XI. UCSA COLLECTIVE BARGAINING PROGRAM

Section A. Programs

1. The Collective Bargaining program shall be responsible for training, education and assistance of all UC campus student representatives in collective bargaining.
2. The Program shall be responsible to inform and educate the Board and all UC students about the collective bargaining process and how it may affect the University of California system as an institution.
3. Inform the Board of Directors of the status of current or ongoing collective bargaining issues at BOD meetings.

Section B. Administration of Program

1. The Collective Bargaining Program shall be administered by the UCSA staff, as outlined in the UCSA Personnel Policies.
2. Official stances of the Board of Directors on Collective Bargaining issues shall be communicated at the bargaining table by participants in the Collective Bargaining program.
3. The Collective Bargaining Program shall be evaluated annually. The evaluation process shall include feedback from program participants, UCSA Board of Directors members, and UCSA staff.

Section C. Program Funding

1. Funding for the Program are state funds administered through the University of California System-wide Administration. The funds shall be allocated to UCSA annually as agreed upon between UCSA and the UC Office of the President.
2. The UC Office of the President shall have the right to audit and account for all expenditures of the Program at any time it deems necessary.
3. The budget and all expenditures shall be reviewed annually by the Executive Committee.

Section D. Program Termination

1. In the event that the Program is terminated, all existing assets of the Program shall be transferred to the University of California, as required by Section 501 (c) (3) of the Internal Revenue Codes regarding the dissolution of exempt organizations and services.

ARTICLE XII. INTERIM DECISIONS

Section A. Interim Decisions Circumstances

1. All official UCSA policies and positions require BOD approval except when circumstances arise that require the Board to adopt an interim policy or position. An interim decision establishing a new UCSA policy or position shall be permissible only in extreme circumstances when obtaining timely approval of the full Board is impossible. An interim decision on a policy or position should be consistent with the mission and goals of UCSA and perceived sentiment of the Board. A member of the Board or staff may seek an interim decision. The request for an interim decision shall be made to the UCSA President or Executive Director.

Section B. Interim Decision Guidelines

1. In the event of a need for an immediate interim decision to be made, the President shall first try to call an Executive Committee meeting or if not possible, try to contact the Executive Committee members individually for consultation.
2. Interim decisions should be made by the President or the Board Chair in the absence of the President. In the absence of any voting Executive Committee member, the Executive Director shall be authorized to act on behalf of UCSA. The Executive Director shall make every reasonable effort to contact the Executive Committee members.
3. Members of the BOD and staff shall be authorized to make an interim decision in extreme circumstances, such as during collective bargaining negotiations and testifying before a legislative committee, only when failure to do so would cause serious harm to the mission and goals of UCSA.
4. Every interim decision shall be reported to BOD members and staff as soon as possible, but no later than 48 hours.
5. An interim policy or position shall become a tentative, but official, UCSA policy and position. At the next meeting of the full BOD, the BOD shall be presented with a full analysis of the policy or position adopted by an interim decision, including the justification for the interim decision. The BOD shall ratify, amend or reject the interim decision.

ARTICLE XIII. UCSA ACCOUNTABILITY

Section A. Membership Grievance Procedure

1. In the event that any member association has a grievance concerning an action or multiple actions of UCSA, it shall have the right to file a grievance to the UCSA Board. Any grievance shall be submitted in writing to the Executive Committee via the Board Chair. Upon receipt of a written grievance, the UCSA Board Chair shall schedule a time and place, within 60 days of receipt of the grievance, at which a hearing of the BOD of the campus' grievance shall be held. All effort shall be made to resolve the grievance by informal means so that a formal hearing need not be held.

Section B. Minority and Majority Reports

1. In the event that there is division on an item approved or rejected by the BOD, the dissenting party shall be entitled to submit a report stating their reason(s) for opposing the BOD decision. This report shall be appended to and distributed with the minutes from the meeting at which the item was approved or rejected. In the event such a dissenting opinion is submitted, the author of the approved measure or a member of the prevailing side shall be entitled to write a prevailing opinion in which the reason(s) why the BOD acted on the matter as it did. This report shall likewise be appended to distributed with the minutes from the meeting at which the given item was debated.

Section C. Board Member Grievance Procedure

1. In the event that a BOD member or staff member has a grievance(s) regarding a BOD member, that person may file a grievance in writing, the grievance should be submitted to the Board Chair (or President in the event the grievance is against the Board Chair). There are two types of grievances that may be filed: a) Personal Grievance, b) Policy Grievance.
 - a. **Personal Grievance:** A personal grievance is a grievance regarding the personal behavior of the BOD member. This includes, but is not limited to, discriminatory treatment and sexual harassment. In the case of a personal grievance, the Personnel Committee shall be the hearing body and the hearing shall be held in closed session. In the event the grievance is against the Facilitator of the Personnel Committee, the Facilitator of the Personnel Committee shall step down from his or her position as Facilitator of the Personnel Committee for the duration of the hearing and shall abstain from any votes taken. In the event that the grievance is against another member of the Personnel Committee, including the Board of Directors Chair or the President, that member shall likewise abstain from any votes taken on the grievance. The hearing shall be held at the first Board meeting subsequent to the grievance's submission, provided that the grievance is submitted at least one week prior to the next Board meeting.
 - b. **Policy Grievance:** A policy grievance is a grievance regarding the BOD member's failure to carry out decisions taken by the BOD or actions taken by the BOD member that are in violation of UCSA's Charter, Bylaws, Standing Policies, Personnel Policy Manual, Board positions or Action Agenda. In the case of a policy grievance, the Executive Committee shall be the hearing body and the hearing shall be held in open session. In the event the grievance is against the President, the President shall step down from his or her position as Chair of the Executive Committee for the duration of the hearing and shall abstain from any votes taken on the grievance. In the event that the grievance is against another member of the Executive Committee, that member shall likewise abstain from grievance's submission, provided that the grievance is submitted at least one week prior to the next meeting.
2. **Goal of Hearing:** In both cases, the goal of the hearing shall be to arrive at a resolution that is acceptable to all parties. However, in the event that no such resolution can be found, the hearing body shall have the right to make a decision.

3. Right to Appeal: Either party may appeal the decision of the hearing body to the whole BOD. Appeal shall be held at the same meeting as the initial hearing if possible, unless both parties agree that the item may be postponed to the next Board meeting. The Board shall be the final appeal body and its decision shall be final. In the event of a personal grievance, the BOD shall, at the request of either of the parties, hold its appeal hearing in closed session. In the event of a policy grievance, the BOD appeal shall be in open session and minutes shall be taken.

APPENDIX A. GENERAL SCHEDULE OF A UCSA BOARD MEETING

Roll Call

Approval of the Agenda and Consent Calendar

Approval of Minutes from previous meeting(s)

Reports (The following reports shall be provided in writing with the Agenda packet for Board meetings, verbal reports shall be made as needed at the discretion of the Board Chair):

- Chair and Vice Chair/Officer Reports
- Staff Reports
- Committee Reports
- Campus Reports

Campaign/Action Agenda update and development

Board Directive update and development

Legislative and Regents updates

Conference updates and information

Committee meetings

Graduate and Undergraduate campus breakouts

Campaign planning and evaluation

Caucus meetings

Action Agenda update

Announcements

New Business

Closing Roll Call and Adjournment

APPENDIX B. UC STUDENT CONGRESS AGENDA

The UC Student Congress shall take place in during the summer at the discretion of the UCSA Board and hosting campus and shall last four consecutive days encompassing a weekend. Written Campaign Submissions must be submitted by the deadline set by the Congress Agenda in order to be voted on during the Congress Campaign Approval Process.

The suggested UC Student Congress Meeting Agenda is drafted below. The final Congress Agenda is set annually by the Congress Steering Committee which is made up of the student chairs and other students of the host campus.

The following items should be included on the agenda and coordinated with the group's leadership:

- Council of President
- Council on Student Fees
- Systemwide Committee Reps
- Student Initiated Academic Prep Coalition
- Student Observers

Day 1

Registration
Congress Welcome
Congress 101
 Conference Overview
 UCSA Overview/Past Campaigns
 Campaign Process Briefing
Workshop Sessions (I & II)
Caucus & Allies Sessions

Day 2

Late Registration
Relevant ACTION
Briefing on joint/standing campaigns
Open Space Marketplace
Open Space Session
Graduate and Professional Students Discussion/Decision Making
Workshop Sessions (III & IV)
Caucus & Allies Sessions
UCSA Board Nominations

Day 3

Open Space Sessions
Open Space Closing
Graduate and Professional Discussion/Decision Making
Campaign Proposal and Poster Prep
Poster Session
Campaign Presentations
1st round of voting for Undergrad/Joint Campaigns
Congress Banquet & Keynote Address
Campus Delegation Meetings
Dance

Day 4

Lunch meetings (as requested)
Final Undergrad/Joint Campaign Presentations (top 3)
Graduate and Professional Decision Making
Final voting on Undergrad/Joint campaigns
UCSA Board Elections
Campaign Planning

APPENDIX C. CALCULATIONS OF UC STUDENT CONGRESS VOTES

In order to promote non-BOD student involvement and in order to publicize and invest students in UCSA campaigns, a delegation of students from each campus will develop, debate and vote to determine the UCSA Campaigns in decision making sessions at the UC Student Congress. The decision making will be based on attendance at the conference. It will be essential to recruit student association members, student body presidents in addition to members of other campus student organizations to the Student Congress, in order to ensure that a majority of campus associations will support the UCSA Campaigns and will actively participate in UCSA campaigns in support of those items.

1. The Congress will operate with a "one vote one person" policy, meaning a campus association has as many votes as they bring in their delegation (per the official registration list)
2. All Campaigns must receive a minimum of 2/3's of the votes cast in order to become official UCSA Campaigns.

ARTICLE D. BOARD RETREAT SAMPLE AGENDA

The suggested Board Retreat Agenda is listed below. Adequately introducing these topics will make the transition from one BOD to another much smoother and will start the new BOD off with all the tools they need for a successful year. The final Board Retreat Agenda shall be set annually by the Board Retreat Steering Committee.

Day 1

Grass Roots Organizing Weekend (GROW) Day 1

Day 2

Grass Roots Organizing Weekend (GROW) Day 2

Day 3

Teambuilding
UCSA Overview: Structure &* Roles
Robert's Rules Overview
UCSA History
Power Mapping
Recruitment

Day 4

Graduate & Professional Committee Meeting
Undergraduate Committee Meeting
UCSA on Campus
Field Visits
Campus Breakouts
Leadership Development Planning
Time Management
UCSA Board Meeting
Closing/ Evaluations

APPENDIX E. UCSA CONFLICT OF INTEREST POLICY

ARTICLE I. PURPOSE

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

ARTICLE II. DEFINITIONS

1. Interested Person
 - a. Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. Financial Interest
 - a. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - i. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
 - ii. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
 - iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.
 - b. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
 - c. A financial interest is not necessarily a conflict of interest. Under *ARTICLE III, SECTION 2*, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

ARTICLE III. PROCEDURES

1. Duty to Disclose
 - a. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
2. Determining Whether a Conflict of Interest Exists
 - a. After disclosure of the financial interest and all materials facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
3. Procedures for Addressing the Conflict of Interest
 - a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous

transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE IV. RECORDS OF PROCESSINGS

The minutes of the governing board and all committees with board delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing boards or committee's decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

ARTICLE V. COMPENSATION

1. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

ARTICLE VI. ANNUAL STATEMENTS

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

1. Has received a copy of the conflicts of interest policy,
2. Has read and understands the policy,
3. Has agreed to comply with the policy, and
4. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE VII. PERIODIC REVIEWS

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result inurement, impermissible private benefit or in an excess benefit transaction.

ARTICLE VIII. USE OF OUTSIDE EXPERTS

When conducting the periodic reviews as provided for in *ARTICLE VII*, the Organization, may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Adopted by UCSA Board of Directors on November 11, 2011