

Article 5. Corporate Governance

Section 5.1. Corporate Officers. The principal officers of the Corporation shall be President, Vice-President for Organizing, Vice-President for Finance, and Vice-President for Representation.

- A. President.** Subject to the overall control of the Board of Directors, the President shall be the chief executive officer of the Corporation, and shall supervise, direct and manage the Corporation's activities, affairs and other officers. ~~The President shall preside at meetings of the Board of Directors and at meetings of if the Executive Committee, and shall be an ex officio member of every committee. The President shall have such other powers and duties as may from time to time be prescribed in these Bylaws or by the Board of Directors.~~

The President's duties include:

- (1) Calls and presides all meetings at Board of Directors and the executive officer committee and is an ex officio member of all other committees;
- (2) Appoints all committees with the exception of the Executive Committee, Finance Committee, Representation Committee, Representation Appeals Committee, and Statewide Organizing Committee. Committee appointments are subject to the concurrence of the Board of Directors;
- (3) Coordinates the CSUEU Board Programs;
- (4) Represents the CSUEU in relations with other organizations;
- (5) Represents the CSUEU with the Association; and
- (6) Serves on the CSEA Board of Directors and Board Executive Committee.

V.B. Vice President for Organizing. The Vice-President for Organizing is the second officer of the Corporation and shall have the primary responsibility to develop and implement all organizing and recruitment activities of the Corporation, ~~and shall preside at all meetings of the Board of Directors, and of the Executive Officer Committee, which the President is unable to attend. The Vice-President for Organizing shall also perform the other duties of the President during such time as the President is unable to do so, until the President is able to resume the duties of that office and so informs the Vice-President for Organizing. In the event of a vacancy in the office of President, the Vice-President for Organizing shall perform the duties of President unit such vacancy has been filled. Duties of the Vice-President for Organizing include:~~

The Vice President's Duties include:

- (1) Acts for, and in the place of, the President at the latter's request or during his/her absence or disability;

(2) Assists the President in all of his/her duties;

(3) Serves on the CSEA Board of Directors;

~~Organizing. The Vice-President for Organizing shall have primary responsibility in the development and implementation of all organizing and recruitment activities of the Corporation.~~

~~(4) (2) Membership Records. The Vice-President for Organizing shall also kKeeps (or causes to be kept), at the Corporation's principal office or at a place determined by Board resolution, a record of the Corporation's members, showing each member's name, address, Chapter and class of membership and any changes thereto;~~

~~(5) (3) Chapter Records. The Vice-President for Organizing shall kKeeps (or causes to be kept) a record of the territory, officers, Delegates, Alternates, bylaws, meeting place and other significant information about each Chapter;~~

~~(6) (4) Meeting Notices. The Vice-President for Organizing shall also give Gives, or causes to be given), notice of all Board meetings of the Board, and of Board Committee, and other committee meetings s of the Board and other committees, as required by these Bylaws;~~

~~(7) (5) Elections. The Vice-President for Organizing shall give such Provides election notices, send such and ballots; computes voting rights and quorum requirements and takes such other actions as these Bylaws may be required by these Bylaws in connection with all nominations and elections for the Corporation; and~~

~~(8) (6) Chairs and appoints the Statewide Organizing Committee.~~

C. Vice President for Finance. ~~The Vice-President for Organizing shall heave such other duties as may from time to time be prescribed by the Board of Directors. The Vice President for Finance is the chief financial officer of the CSUEU, and the third executive officer of the Corporation. The Vice President for Finance is the third executive officer of the Corporation. The Vice President for Finance include:~~

The Vice President's duties include:

(1) Replacing Replaces the Vice President for Organizing in the event of a temporary or permanent vacancy;

(2) Serves on CSEA's Board of Directors and Fiscal Committee;

~~(6)–(3) Finance Committee: The Vice President for Finance Appoints and eChairs and appoints the Corporation’s Finance Committee;~~

~~(4) Develops, with the Finance Committee, the fiscal training for chapter officers and specialized training for Chapter Treasurers;~~

~~(5) Monitors and makes recommendations on the CSUEU standing committee and chapter budgets to the President;~~

~~(1)–(6) Financial Records and Reports: The Vice President for Finance shall kKeeps and maintains, (or causes to be kept and maintained), adequate and correct books and accounts of the Corporation’s properties and transactions; The Vice-President for Finance shall send or cause to be given to the members, Delegates, Officers and Directors such financial statements and reports as are required by law, by the Bylaws, or by the Board of Directors. The books of account of the Corporation shall be open to inspection by any Director at all reasonable times.~~

~~(7) Directs the preparation of such financial statements and reports as are required by law, the Bylaws, the President or the Board of Directors. With reasonable notice, the Corporation’s account books shall be open to inspection by any Director;~~

~~(2)–(8) Custody of Funds: The Vice President for Finance shall also dDeposits, (or causes to be deposited), all money and other valuables in the name and to the credit of the Corporation with such depositories as the Board of Directors may designate, shall disburse the Corporation’s funds as the Board of Directors may order; and upon shall render to the President and the Board of Directors’, when requested, provide an account of all transactions as chief financial officer, and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as the Board of Directors or the Bylaws may prescribe.~~

~~(4)–(9) Collections and Disbursements: The Vice President for Finance shall oOversees the collection of all amounts owed to the Corporation and the payment of the Corporation’s obligations;~~

~~(5)–(10) Charter Documents and Seal. The Vice President for Finance shall kKeeps (or causes to be kept) at the Corporation’s principal office of the Corporation a copy of the Articles of Incorporation and the original of these Bylaws, as amended to date. The Vice~~

~~President for Finance shall also keep the seal of the Corporation in safe custody at the principal office of the Corporation; and~~

~~(3)–(11) Bond: If the Board requires, d by the Board, the Vice-President for Finance shall give the Corporation a bond, in the amount and with the surety or sureties specified by the Board of Directors, for faithful performance of the duties of the office and for restoration to the Corporation of all its books, papers, vouchers, money, and other property of every~~

kind in the possession or under the control of the Vice-President for Finance on his or her death, resignation, retirement, or removal from office.

~~The Vice President for Finance shall have such other duties as may from time to time be prescribed by the Board of Directors.~~

D. Vice President for Representation. The Vice-President for Representation is the fourth executive officer of the Corporation and is responsible for the coordination, training, development and operations of the Corporation's representation program. ~~for the Corporation including collective bargaining and the activities of the Bargaining Unit Councils. The Vice President for Representation serves as chairperson of the Representation Committee and is the officer assigned to the Classification Committee. The Vice President for Representation shall have such other duties as may from time to time be prescribed by the Board of Directors.~~

The Vice President's duties include:

- (1) Replacing the Vice President for Finance in the event of a temporary or permanent vacancy;
- (2) Chairs the Bargaining Committee and Coordinates the work of the Bargaining Unit Councils;
- (3) Appoints stewards to the Representation Committee;
- (4) Serves as the officer assigned to the Classification Committee;
- (5) Attends CSEA Board of Directors meetings as requested by the CSUEU President;
- (6) Maintains (or causes to be maintained) of steward certification records and grievance and appeals tracking;
- (7) Develops and maintains the Corporation's representation training policy and the training program for hearing officer panels members;
- (8) Coordinates activities of Chief Stewards; and
- (9) Coordinates meet and confers.

Section 5.2. Executive Officer Committee. Members of the Executive Officer Committee shall be the President, the Vice-President for Organizing, the Vice-President for Finance, and the Vice-President for Representation.

Section 5.3. Board of Directors. There is hereby established a Board of Directors of the Corporation consisting of the Executive Officers, Chapter Presidents or their alternate, and Bargaining Unit Chairs and Vice Chairs or their alternate.

A. Duties:

All CSUEU Board Directors are responsible for performing the following duties in connection with their roles as Board Directors:

- (1) Attend all CSUEU Board meetings;
- (2) Represent the Director's chapter or bargaining unit at the Board meetings including presenting items to the Board at the request of their constituency;
- (3) Provide two-way communication between the Director's constituency and the Board of Directors;
- (4) Uphold the CSUEU Bylaws and Policy File;
- (5) Respond to member comments or questions regarding Board motions;
- (6) Other duties that may be assigned by the President.

B. Alternate Directors:

- (1) Alternate directors for Chapter Presidents shall be Chapter Vice Presidents, Chapter Secretary, Chapter Treasurer.
- (2) Alternate Directors for Bargaining Unit Councils shall be the at large members of the Bargaining Unit Council.

C. Excused Absences:

An Alternate Director shall be seated when a Director has an excused absence from the CSUEU President. No Director may miss two (2) consecutive Board meetings unless the Director has an excused absence. The President has the authority to review and determine whether or not a Director's absence is excused. In the President's absence or unavailability the Vice President for Organizing is authorized to review the Director's request for an excused absence.

Section 5.4. General Council Delegates. General Council Delegates are elected and serve in accordance with California State University Employees Union Policy File.

Section 5.5. Powers of the Board of Directors. Subject to the provisions and limitations of applicable law, and subject to any limitations in the Articles of Incorporation, the Corporation's activities and affairs shall be managed, and all corporate power shall be exercised by or under the direction of, a Board of Directors constituted as set forth in this Article. Said Board of Directors is sometimes referred to herein as the "Board." A member of the Board is referred to herein as a "Director."

Section 5.6. Eligibility for Office and Electorate.

- A. Only CSUEU members in good standing may run for and be elected to Corporation Office.
- B. The Corporation Officers are elected by the active members in good standing who:
 - (1) are members of the Board of Directors; or
 - (2) are Chapter Vice Presidents, Secretaries, Treasurers, and Chapter Bargaining Unit Representatives not already serving on the board.

Section 5.7. Voting Rights. All voting rights of the active members, except those exercised within their respective chapters, shall be delegated to and exercised by and through their duly elected directors.

Section 5.8. Term of Office. The election cycle of Corporation officers shall correspond with the cycle established by Corporation Policy.

Section 5.9. Installation of New Directors. Newly elected Officers shall be installed as the Officers of the Corporation at the close of the Board of Directors Meeting at which they are elected. Before entering upon their duties, each shall take an oath, the exact terms of which may be established by resolution of the Board, to support the aims and purposes of the Corporation, support and defend its Bylaws, and faithfully discharge the duties of such office. Directors elected at or between meetings of the Board of Directors shall take the oath at that meeting before taking office. Directors elected at other times shall take the oath at the beginning of the first meeting of the Board of Directors which they attend. The President shall conduct the installation of all Officers and Directors and administer the oath to them.

Section 5.10. Compensation of Directors. No Director or Officer shall be entitled to additional compensation for services rendered as such Director or Officer while they are participating in Union Leave provisions of a Memorandum of Understanding. The Corporation shall pay or reimburse the reasonable expenses incurred by the Directors and Officers in connection with attending meetings of the Board of Directors, serving on Committees of the Board or other committees, or otherwise carrying out their duties on behalf of the Corporation.

Section 5.11. Vacancies on the Board of Directors.

- A. Causes of Vacancies. A vacancy or vacancies on the Board Of Directors or Executive Officer Committee shall exist on the occurrence of any of the following events.
 - (1) The death or resignation of a Director or Officer.

- (2) The declaration by resolution of the Executive Officer Committee of a vacancy in the office of a Director or Officer who has been declared of unsound mind by an order of court or convicted of a felony since being elected as a Director or Officer.
- (3) The removal of a Director or Officer by the Board of Directors, as set forth below.
- (4) An increase in the number of authorized Directors.

B. Rules for Vacancies

- (1) **Resignation.** A Director or Officer may resign by giving written notice to the President, the Vice President for Finance or the Executive Officer Committee. Such resignation will be effective when received unless it specifies a later effective date, in which case it shall take effect as of such later date.
- (2) **Removal.** The Board of Directors may remove a Director or Officer from office, with cause, by vote of two-thirds of the Directors in attendance and voting at a meeting at which a quorum is present. Directors may be removed only at a meeting.
- (3) **Filling Vacancies.** Except for vacancies created by removal of an Officer by the Board of Directors, vacancies on the Executive Officer Committee may be filled by a majority vote of the Officers then in office, whether or not less than a quorum, or by a sole remaining Officer.
- (4) A vacancy created by the removal of an Officer by the Board of Directors may be filled by the Board of Directors; if the Board of Directors fails to fill any such vacancy, the Executive Officer Committee may do so as in the case of any other vacancy. The Board of Directors may fill any vacancy not filled by the remaining Executive Officers.