



Policies and Procedures Committee
March 19, 2025 | 12:00pm
Student Chambers (SUN-3305)
<https://csusb.zoom.us/j/82643030258>

AGENDA

1. Call to Order
2. Roll Call
3. Approval of Minutes
 - a. February 19, 2026
4. Open Forum
5. Adoption of Agenda

New Business

PC 16/26 SMSU Bylaws Amendments Proposal (Action, Del Rossi)

PC 17/26 Review and Approval of Bidding Policy Revisions (Action, Kinnally)

Announcements

Adjournment



Policies and Procedures Committee
February 19, 2026 | 12:00pm
Student Chambers (SUN-3305)
Zoom: <https://csusb.zoom.us/j/82643030258>

MINUTES

Members Present: Anjali, Sukhpreet Kaur, Diego Rendon, Robinpreet Waraich

Members Absent: Mark Oswood, Katie Wallen

Staff Present: Vilayat Del Rossi, Elizabeth Junker, Maria Elena Najera-Neri

Call to Order: The meeting was called to order at 12:05pm

Roll Call: A verbal roll call was conducted. Quorum was met.

Approval of Minutes: M/S Rendon/Kaur; motion to open approval of minutes from January 27, 2025.
Motion passed.

Open Forum: No guests present for open forum.

Adoption of Agenda: M/S Kaur/Rendon; motion to open adoption of agenda for February 19, 2026.
Motion passed.

NEW BUSINESS:

PC 14/26 SMSU Special Fund Loan Policy Proposal (Action, Del Rossi)

M/S Rendon/Kaur; motion to open PC 14/26 SMSU Special Fund Loan Policy Proposal.

Vilayat Del Rossi presented a proposed Special Fund Loan Policy in response to internal control findings related to the 2024 loan, noting that SMSU currently lacks a standalone policy governing transactions in which it acts as a lender. The proposed policy establishes formal governance procedures and internal controls to ensure future special fund loans are fiscally sound, legally compliant, transparent, and aligned with CSU, ED CODE, and auxiliary standards. It clarifies that such loans are exceptional, not routine, and requires committee review, Board approval, legal and risk assessments, written agreements with enforceable terms, conflict of interest disclosures, and centralized tracking and reporting. The policy also introduces a required

Loan Approval Package to provide comprehensive documentation and financial analysis prior to consideration. Vilayat noted that campus discussions to renegotiate the existing outstanding loan are paused until these controls are formally adopted. Maria Elena expressed support, emphasizing the importance of protecting the corporation and student fees and preventing future compliance issues.

During discussion, members sought clarification on whether a previous policy existed and what process had been used for past loans. Vilayat confirmed this is a new policy, as no formal structure previously governed special fund loans, which led to compliance gaps identified in the internal review. He explained that such loans are rare and intended to be exceptional, not routine, and emphasized that the policy is designed to strengthen oversight, improve compliance, reduce risk, and protect both the organization and future board members by ensuring clear procedures and documentation are in place. With no further questions, the item moved to a roll call vote.

ROLL CALL VOTE: 4 In-Favor 0 Opposed 0 Abstentions
Motion passed.

PC 15/26 Bylaws Revisions Update from Board Meeting (Discussion, Del Rossi)

M/S Rendon/Waraich; motion to open PC 15/26 Bylaws Revisions Update from Board Meeting.

Vilayat Del Rossi provided an overview of proposed bylaw revisions, explaining that the document has not been updated in five years and requires both compliance updates and structural clarifications. He incorporated board feedback and recommended a two-phase approach: adopting priority and compliance-related changes this spring, then revisiting larger structural ideas in the fall to avoid disrupting current processes. Key proposed updates included changing the Executive Director to a non-voting, ex-officio role to reduce conflict-of-interest concerns, clarifying staggered student terms for continuity, adjusting recruitment timelines to allow more notice and cleaning up language for clarity and compliance.

M/S Rendon/Kaur; motion to extend meeting to 1:10 pm.
Motion passed.

Vilayat continued reviewing revisions focused primarily on strengthening governance and compliance, including clarifying Executive Committee authority, refining term language, reinforcing conflict-of-interest standards, and updating meeting procedures (notice requirements, remote participation, location flexibility guidelines). Additional updates ensured Audit Committee independence, clarified amendment procedures, and aligned the bylaws with CSU compliance and transparency requirements. The committee expressed support for the draft as a strong first phase and agreed to revisit additional changes in the fall during the second phase. There was a unanimous consensus with moving the document forward for legal review before returning it to the committee as an action item.

Announcements

- No announcements were brought forward by committee members.

Adjournment

M/S Rendon/Kaur; motion to adjourn meeting at 1:11pm.
Motion passed.

Reviewed and respectfully submitted by:

Anjali, Committee Chair

Date

SMSU Bylaws Amendments Proposal

To: Santos Manuel Student Union Board of Directors **Date:** 3/19/2026

Proposed By: Vilayat Del Rossi, Interim Executive Director

Background: The Santos Manuel Student Union (SMSU) Bylaws were last amended in 2021. Since that time, updates to California Education Code provisions, Title 5 regulations, CSU auxiliary governance requirements, evolving nonprofit governance standards, and operational practices have warranted a comprehensive review.

The proposed amendments represent the first phase of a two-step review process and are primarily intended to bring specific provisions of the Bylaws into compliance with applicable statutory and regulatory requirements, while also incorporating targeted operational clarifications that improve governance consistency and administrative efficiency. A second phase of review will occur in the fall to consider additional substantive, structural, and strategic improvements to further strengthen Board effectiveness and long-term organizational alignment.

A comprehensive review of the Bylaws was conducted to:

- Ensure continued compliance with California Education Code §§ 89900–89928
- Align governance language with Title 5 §42602 and CSU oversight expectations
- Clarify Board composition, officer roles, and committee authority
- Strengthen audit independence and fiscal oversight provisions
- Clarify Executive Committee delegated authority and limitations

Proposal: Move to approve the proposed amendments to the SMSU Bylaws as presented in the attached redlined draft, in accordance with Article XVIII of the Bylaws.

Rationale:

- Ensures continued compliance with California Education Code and Title 5 requirements
- Strengthens audit oversight and committee independence standards
- Clarifies delegated authority between the Board and Executive Committee
- Improves transparency and open-meeting language consistency
- Aligns governance structure with current operational practices
- Reduces ambiguity in Board eligibility, vacancies, and appointment procedures
- Enhances fiduciary clarity and Board accountability

Fiscal Impact: No direct fiscal impact is anticipated. The proposed amendments are governance and compliance updates. Any administrative implementation will be absorbed within existing operational resources.

Timeline: If approved, amendments take effect upon adoption unless otherwise required. Written notice to the CSUSB President or designee within the required timeframe following adoption and posting to website to be in compliance with CSU Chancellor’s Office.

Attachments:

- Attachment A: Redlined Draft – Amended SMSU Bylaws
- Attachment B: Clean Version – Amended SMSU Bylaws

SANTOS MANUEL STUDENT
UNION OF
CALIFORNIA STATE UNIVERSITY, SAN BERNARDINO

AMENDED BYLAWS
Effective xx.xx.2026



**Santos Manuel
Student Union**

CAL STATE SAN BERNARDINO

BYLAWS

~~Amended 3-11-21~~
~~Amended 11-14-19~~
~~Amended 11-29-18~~
~~Amended 2-8-18~~
~~Amended 1-18-18~~
~~Amended 3-9-17~~
~~Amended 2-13-14~~
~~Amended 4-12-12~~
~~Amended 10-8-09~~
~~Amended 3-12-09~~
~~Amended 11-29-07~~
~~Amended 10-7-04~~
~~Amended 6-7-01~~
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~~Amended 4-9-98~~
~~Amended 4-13-95~~
~~Amended 12-1-94~~

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~~Amended 5-12-94~~
~~Amended 10-14-93~~
~~Amended 2-25-92~~
~~Amended 2-8-91 (BOD approval 11-15-90; Articles of
Incorporation approved by Secretary of State on 2-8-91.)~~
~~Amended 5-4-90~~
~~Amended 8-1-86~~

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SANTOS MANUEL STUDENT UNION
OF
CALIFORNIA STATE UNIVERSITY, SAN BERNARDINO

BYLAWS

ARTICLE I

NAME AND PRINCIPAL OFFICE

Section 1. NAME

The name of this Corporation shall be the Santos Manuel Student Union of California State University, San Bernardino herein referred to as the Corporation.

Section 2. OFFICES

The principal office for the transaction of the business of the Corporation is hereby fixed and located at California State University, San Bernardino, in the county of San Bernardino, state of California.

ARTICLE II

PURPOSE

The Corporation shall have such purposes as are now or may hereafter be set forth in its Articles of Incorporation.

The Corporation is authorized pursuant to its purpose and to California Education Code section 89901 to buy, sell and hold title to real property.

ARTICLE III

POWERS

The Corporation shall have such powers as are now or may hereafter be granted by the Nonprofit Corporation Law of the State of California, except as limited by the provisions of its Articles of Incorporation or these Bylaws.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. QUORUM AND NUMBER

The corporate powers of this Corporation shall be vested in a Board of Directors of ~~fourteen~~ fifteen (15) voting directors and one (1) ex officio, non-voting member with a simple majority of the filled positions of the Board of Directors constituting a quorum for the transaction of business. ~~Members of the Board of Directors may receive an incentive for their services rendered.~~ Student members of the Board of Directors may be eligible to receive a leadership scholarship in recognition of their contribution to the mission of the Santos Manuel Student Union.

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Section 2. MEMBERSHIP

The Corporation shall have no members other than the persons constituting its Board of Directors. The following shall constitute the Board of Directors:

- A. The Associated Students, Inc. President (ex-officio) or designee. Voting member.
- B. The Associated Students, Inc. Executive Vice-President (ex-officio) or designee. Voting member.
- C. Seven (7) student representatives at large, appointed by this Board of Directors for staggered two-year terms. At least one (1) of the seven (7) student representatives at large shall be enrolled at the Palm Desert Campus and taking a minimum of fifty percent (50%) of their units at that campus at the time of appointment and throughout their term of service –Voting members.
- D. One (1) person who holds membership in the Alumni Association who is non-campus personnel nominated by the Alumni Association Board of Directors and appointed by the Board of Directors for a two-year term. During the term of office, the alumni representative must remain in good standing with the Alumni Association and be available to attend Board of Directors meetings. Voting member.
- E. Two (2) California State University, San Bernardino faculty nominated by the Faculty Senate and appointed by the university President for two-year staggered terms. Voting members.
- F. The University President (ex-officio) or designee. Voting member.
- G. One (1) California State University, San Bernardino administrative representative appointed by the university President. Voting member.
- H. Executive Director of the Corporation, who serves as the Corporation’s Chief Financial Officer, for the Board, shall serve as an ex officio. Non-Voting member.

Designees must serve the full term of office and are not subject to removal by the designator. Designees can only be removed by voluntary resignation or if they are no longer eligible to serve.

Section 3. STUDENT MEMBER ELIGIBILITY/SELECTION PROCESS

Student Board of Directors and committee members are required to maintain unit loads and grade point averages as outlined in the Student Union Grade Eligibility Policy and Procedures.

The ASI President and Executive Vice President or their designees hold ex-officio positions on the Board of Directors. Seven (7) student representatives-at-large are appointed by the Board of Directors for staggered two year terms. Alternates are selected as needed; the alternate does not hold a position on the Board of Directors, but is encouraged to participate in Committee meetings. Every spring semester, and as necessary, the Corporation posts flyers and advertises as appropriate, soliciting applicants for open student representative positions. The position openings are advertised for a minimum of two weeks.

Applications submitted by eligible students are forwarded to the Personnel Committee for review and recommendation. The Personnel Committee forwards the names of the most qualified student applicants to the Board of Directors for approval at the Annual Meeting held in May of each year, or as necessary for vacancies occurring outside the annual appointment process.

Commented [EJ2]: Committee recommends for the terms of the board members to be 1 year terms.

Commented [VD2R2]: Good recommendation, but would completely disrupt this years recruitment strategy and completely change the process in selection BoD representatives. May want to table a research for following year.

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Commented [EJ3]: Diego: One (1) student representative at large from CSUSB Palm Desert Campus, appointed by this Board of Directors for one-year term. Atleast half of the units must be taken at the Palm Desert Campus.

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Commented [EJ4]: Anjali: extend advertisement of openings for 1 month.

Commented [VD4R2]: Two weeks is only a minimum, so operationally we can extend more than that. I would hesitate to document that in bylaws, unless you want to make it a minimum requirement.

Section 4. BOARD OF DIRECTORS ELIGIBILITY AND CONCURRENT OFFICES /EMPLOYMENT

⤵ In order to ensure the widest possible implementation of student involvement and representation, the following criteria for eligibility shall apply to the Board of Directors representative positions:

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a) A. Unless otherwise specified in the Board of Directors' Bylaws, holders of major elected or appointed Association Students, Incorporated offices shall not be eligible to concurrently serve on the Board of Directors

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b) B. Major elected or appointed Associated Students, Incorporated offices include:
Vice President Finance
Vice President University Affairs
Internal Affairs Director
External Affairs Director
ASI Board of Directors Representatives
ASI Committee Chairs

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e) C. Students employed by the Corporation shall not be eligible to serve on the Board of Directors.

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⊕ D. ASI officers and Corporation student employees are encouraged to serve on Board of Directors' committees.

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Section 5. EXECUTIVE COMMITTEE

The Executive Committee shall consist of the chair, vice chair, secretary, and controller. and The Executive Director shall serve as an ex officio, non-voting member of the Executive Committee.

A. Executive Authority and Limitations

The Executive Committee shall act only in an advisory capacity to the Board of Directors except as expressly delegated by formal action of the Board of Directors. The Executive Committee may act on behalf of the Board of Directors between regularly scheduled meetings only when:

Commented [VR5]: Consider language that defines the authority and limitations of authority of the Executive Committee. Could be located in Article VII Section 6 Meeting of Executive Committee

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1. Action is necessary to address time-sensitive operational matters; and
2. The matter does not involve adoption or amendment of policy, approval of the annual budget, approval of audits, approval of contracts exceeding limits established by Board policy, hiring or termination of the Executive Director, or any other matter reserved by law, Title 5, the Education Code, the Articles of Incorporation, or these Bylaws to the full Board of Directors.

Any action taken by the Executive Committee pursuant to delegated authority shall be reported to the Board of Directors at its next regular meeting and entered into the minutes.

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The Executive Committee shall not exercise authority in a manner inconsistent with California Education Code Sections 89920–89928, Title 5 §42602, or applicable California Nonprofit Public Benefit Corporation Law. If the Executive Committee meets without delegated authority, it functions in an advisory capacity and the Seymour Act's open-meeting provisions do not apply; no final action may be taken.

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Section 6. TERM OF OFFICE

The term of office for appointed Board of Directors members shall ~~begin after the Annual Meeting in May and end at the conclusion of the Annual Meeting the following May~~, be as specified for each director category in Article IV, Section 2. ~~Student representatives serve staggered two-year terms; all other appointed directors serve the term length specified in Section 2 (one year unless otherwise stated). Terms commence after the Annual Meeting at which the appointment is confirmed.~~

Section 7. VOTING

Each voting member of the Board of Directors shall have one (1) vote, said vote may not be cast by proxy.

Section 8. RESPONSIBILITIES AND EXPECTATIONS

Directors are expected to fulfill the responsibilities as outlined in the Board of Directors Responsibilities and Expectations Statement. Directors shall register their addresses, e-mail addresses and telephone numbers with the Executive Assistant to the Executive Director, and notices mailed, or e-mailed to them at such addresses shall be valid notices thereof.

Section 9. CONTRACTS

Except as otherwise authorized by action of the Board of Directors, no officer or agent of the Corporation may enter into any contract, or execute or endorse any instrument in the name of, or on behalf of, the Corporation. This restriction shall not be construed to limit the authority of authorized officers or agents of the Corporation to make or enter into contracts, agreements or expenditures for the maintenance and operation of the Corporation when previously authorized by the directors of this Corporation.

ARTICLE V

INDEMNIFICATION OF DIRECTORS, OFFICERS, AND OTHER AGENTS

Section 1. RIGHT OF INDEMNITY

To the fullest extent permitted by law, the Corporation shall indemnify its Directors, Officers, employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding" as that term is used in that Section, and including an action by or in the right of the Corporation by reason of the fact that the person is or was a person described in that Section. "Expenses," as used in the bylaw, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

Section 2. APPROVAL OF INDEMNITY

On written request to the Board of Directors by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the Board of Directors shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board of Directors shall offer indemnification.

Section 3. ADVANCEMENT OF EXPENSES

To the fullest extent permitted by law and except as otherwise determined by the Board of Directors in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding covered by those Sections shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

Section 4. INSURANCE

The Corporation shall have the right to purchase and maintain insurance to the fullest extent permitted by law on behalf of its Directors, Officers, employees and other agents, against any liability asserted against or incurred by any Director, Officer, employee or agent in such capacity or arising out of the Director's, Officer's, employee's, or agent's status as such.

ARTICLE VI

TERMINATION, REMOVAL QUALIFICATIONS

Section 1. TERMINATION

Upon termination of a director's membership on the Board of Directors, as provided in these Bylaws, or by death, all rights of said director and membership in the Corporation, or its property, shall cease.

Section 2. REMOVAL

Directors appointed by the Board of Directors may be removed without cause, if such removal is approved by a two-thirds (2/3) vote of the total Board of Directors.

Section 3. INVOLUNTARY RESIGNATION

Members of the Board of Directors are required to attend all Board of Directors and committee meetings. Board of Directors members appointed by the Board of Directors who fail to attend six (6) regularly scheduled meetings including Board of Directors and ~~or~~ committee meetings per year shall be considered to have resigned from office, unless any absence is approved in advance by the Chair of the Board of Directors. The Chair of the Board of Directors shall notify the affected Board of Directors member(s), in writing, of his/her involuntary resignation. Should Board of Directors members who are appointed by other campus entities fail to attend meetings regularly, said entities will be notified in writing and new representatives requested. Involuntary resignations may be appealed to the Board of Directors.

Section 4. QUALIFICATION: EMPLOYEE OF CORPORATION

Any person who is an employee of the Corporation, with the exception of the Executive Director, shall not be qualified to act as a director, and any director who becomes an employee of the Corporation shall thereupon cease to be a director, and the vacancy will be filled as provided for in these Bylaws.

Section 5. QUALIFICATION: BOARD OF DIRECTORS VACANCIES

In the event a director ceases to be a director due to resignation, removal, disqualification, death, leave of absence, or otherwise, it will be the responsibility of the Board of Directors to fill that vacancy as soon as possible in accordance with Article II, Section 2, of these Bylaws. If the vacancy is not filled within a

reasonable time, the University President shall appoint a director to fill the unexpired term in accordance with subsection (b) (2) of section 42602 of Title 5, California Administrative Code. Said vacancy will be filled for the unexpired term of the former director.

ARTICLE VII

MEETINGS

Section 1. PLACE OF MEETING

All meetings of the Board of Directors shall be held at the principal office of the Corporation or at such other location within the State of California as may be designated by the Board of Directors, including facilities at the California State University, San Bernardino, including the San Bernardino Campus or Palm Desert Campus.

Commented [VR6]: Suggested Revision: All meetings of the Board of Directors shall be held at the principal office of the Corporation or at any other location designated by the Board of Directors, including facilities at the California State University, San Bernardino (CSUSB) Palm Desert Campus or the San Bernardino Campus.

Section 2. ANNUAL AND REGULAR MEETINGS

The Annual Meeting of the Board of Directors shall be held in the spring semester, at which time Board of Directors vacancies for expiring terms shall be filled and election of officers for the following year shall be held. Regular meetings of the Board of Directors shall be held each calendar quarter during the academic year, with a minimum of one meeting per quarter. An annual financial statement and audit report shall be presented in the fall semester. Board of Directors review and approval of the budget for the following fiscal year will take place in the spring semester. Whenever possible, all meetings shall be held during the regular business hours of California State University, San Bernardino.

Section 3. SPECIAL MEETINGS

Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the chair, or if the chair is unable or refuses to act, by any four (4) directors, in accordance with the provisions of the California Education Code Section 89922. Notice can be delivered personally, by mail, e-mail, etc. Notice of special meetings shall be posted and distributed at least twenty-four (24) hours in advance and shall specify the time, place, and business to be transacted. No other business shall be considered.

Section 4. NOTICE OF MEETINGS

The time and locations of regular meetings shall be established annually. Agendas of regular and Annual Meetings containing the date, time and place of the meeting and all items to be acted upon shall be publicized at least seven (7) days in advance of the meeting in compliance with Education Code §89921. Written notice of every regular meeting shall be given to any individual or medium that has filed a written request for notice at least one week prior to the date set for the meeting. Requests for written notice shall be valid for one year from the filing date, unless written notice for renewal is received.

Section 5. OPEN MEETINGS

All meetings of the Board of Directors ~~shall be open and public, and all persons shall be permitted to attend any meeting of the Board of Directors provided, however, that the Board of Directors may hold closed sessions during any meeting to consider those matters that may lawfully be considered in such sessions under California Education Code Sections 89923 to 89928, and any committee exercising delegated authority of the Board shall be open and public and conducted in accordance with California Education Code §§89920–89923 (the “Seymour Act”).~~ Regular meetings shall be publicly noticed at least seven (7) days in advance. Special meetings shall be publicly noticed at least twenty-four (24) hours in

advance and shall be limited to the business specified in the notice. Closed sessions may be held only for matters expressly authorized by law, including but not limited to personnel matters, litigation, real property negotiations, and investments where public discussion would adversely affect the Corporation's financial interests. Any final action shall be taken in open session.

Section 6. MEETINGS OF THE EXECUTIVE COMMITTEE

Meetings of the Executive Committee may be called for any purpose by the Chair or by a majority of the Executive Committee if the Chair is not available or refuses to call a meeting. All meetings of the Executive Committee when acting ~~in the capacity of, or on behalf of, the pursuant to delegated authority of the~~ Board of Directors shall be conducted in accordance with the provisions of California Education Code Sections 89923 to 89928.

Section 7. ~~REMOTE MEETINGS AND PARTICIPATION BY TELEPHONE~~

~~Any meeting may be held by conference telephone or similar communications equipment provided that all directors participating in the meeting can hear one another, and any members of the public in attendance can hear all the directors. All such directors shall be deemed to be present in person at such meetings. Meetings of the Board of Directors may be conducted by teleconference, video conference, or other electronic communications platform, provided that all Directors participating and members of the public in attendance are able to hear one another in accordance with California Education Code §§89920–89923. Directors participating remotely shall be deemed present in person for purposes of quorum and voting. Voting by proxy, secret ballot, or email for action items is prohibited.~~

Section 8. CLOSED SESSIONS

The Board or its committees may hold closed sessions to request information and reports or to review information presented by the Executive Director regarding litigation or personnel matters. These matters may include personnel appointments, evaluations of employee performance, dismissal of employees, review of information or recommendations regarding charges brought against an employee by another person or employee. For purposes of this section only, “employee” does not include any person elected or appointed to an office. The Board of Directors or its committees may also hold closed sessions to discuss investments where a public discussion could have a negative impact on the Corporation’s financial situation. However, in such case, a final decision shall only be made during public session of the Board of Directors.

Section 9. TRANSACTION OF BUSINESS

Except as otherwise provided in the Articles of Incorporation of the Corporation, in these Bylaws, or by law, every act or decision done or made by the majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors.

Section 10. TRANSACTION OF BUSINESS AFTER LOSS OF QUORUM

The Directors present at a duly called and held meeting at which quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting, or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of the Corporation.

Section 11. MINUTES OF MEETINGS AND CONDUCT

Regular minutes of meetings shall be completed within two weeks of each meeting. The proceedings of the Board of Directors shall be kept in a binder provided for that purpose. Meetings of the Board of Directors shall be presided over by the Chair, or in his/her absence, the Vice Chair, or in the absence of each of these persons by a Chairperson chosen by a majority of the Directors present at the meeting.

ARTICLE VIII

RESPONSIBILITIES OF THE BOARD OF DIRECTORS

Section 1. UNION OPERATION

The Board of Directors is charged with the responsibility for recommending policy for operating the Corporation and developing and adopting the budget for the Corporation. It has the authority to establish such committees as necessary to carry out the assignment.

Section 2. RULES AND POLICIES

The Board of Directors will abide by all the rules and regulations set forth in the Corporation's Articles of Incorporation and related Bylaws, as well as any university, trustee, or Education Code requirements that govern or have an effect on said Corporation.

Section 3. BUDGET

The Board of Directors will adopt a fiscal year budget at its spring semester meeting, subject to approval by the University President.

ARTICLE IX

STANDING COMMITTEES

Section 1. MEMBERSHIP

Each standing committee shall have a membership of no less than three members. Unless otherwise noted in these bylaws, at least three of the committee members must be appointed from the Board of Directors. Any committees delegated authority to act on behalf of the Board of Directors shall be composed solely of voting Directors. Committees are generally chaired by students, however, if the elected chair is a non-student, a student co-chair will also be elected.

Section 2. APPOINTMENT

Unless otherwise specified in these bylaws, members to standing committees shall be appointed by the chair, subject to confirmation by the Board of Directors at its next meeting. The [Chair of the Board of Directors](#) may make interim appointments pending confirmation.

Section 3. DESIGNATED STANDING COMMITTEES

PERSONNEL: In the event of Board vacancies, this committee shall recommend to the Board of Directors those persons whom the committee determines are most qualified to serve in the various positions designated in these Bylaws. The committee also notifies the appropriate constituent group having representation on the Board of Directors, of a Board of Directors vacancy from that group. The

committee will also advise and/or recommend policy to the Executive Director and/or the Board of Directors on matters pertaining to personnel. Only voting members of the Board of Directors may serve on the Personnel Committee.

FINANCE AND CONTRACTS: This committee will draft a budget for the following fiscal year and present its proposed budget to the Board of Directors for consideration and approval. This committee will meet annually with the auditors to discuss the annual financial audit as well as consider any other financial matters that may arise and recommend its position on such matters to the Board of Directors.

POLICIES AND PROCEDURES: This committee prepares, reviews, and recommends policies and procedures related to the overall use of the facility, to the Board of Directors for approval.

STRATEGIC PLANNING: This committee will review annually and provide recommendations to the Board of Directors to update the Strategic Plan, as appropriate.

RECREATION & WELLNESS: This committee shall act as a sub-committee of the SMSU Board of Directors and shall advise on policy, budgets and operation of the recreational activities and programs of the Recreation and Wellness Department. The committee shall submit documents necessary for approval of the policies of the Recreation and Wellness Department and the annual budget of Student Union funds used for the Recreation and Wellness Department.

The committee shall consist of the following voting members:

- Student Representative - Chair of the Committee
- SMSU Board of Directors Student Representative
- Faculty Representative
- Staff Representative
- Recreation & Wellness Director (Ex Officio member)

The Chair of the Board of Directors, with appropriate consultation, will select all representatives nominated by the Director of the Recreation and Wellness Department. The Board of Directors shall approve or accept all appointments to the committee. All appointments will be either a 1- or 2-year term, as selected by the applicant and at the discretion of the Chair of the Board of Directors.

AUDIT: The ~~Audit~~ Ceommittee will make recommendations to the Board of Directors on the hiring and firing of independent certified public accountants (CPAs). ~~The Aaudit Ceommittee can negotiate the independent CPA's compensation on behalf of the Board of Directors. Theis committee will confer with the auditor to satisfy committee members that the financial affairs of the Santos Manuel Student Union are in order, review the annual audit and any management letter, and recommend to the Board whether to accept the audit. The Committee will approve any non-audit services performed by the independent audit firm and ensure those services meet applicable auditor-independence standards (e.g., AICPA and, when applicable, Government Auditing Standards "Yellow Book"). The committee will review the audit and make recommendations to the board of directors to accept the audit and will approve non-audit services by the independent CPAs accounting firm, and ensure such services conform to standards in the Yellow Book issued by the U.S. Comptroller General.~~

Membership: The audit committee cannot include staff members, the chair of the board of directors, or the Controller. Members of the Finance & Contracts Committee may sit on the audit committee but

cannot comprise 50% or more of the committee. The chairperson of the audit committee may not be a member of the Finance & Contracts Committee.

FACILITIES AND SUSTAINABILITY: This committee will discuss the operational systems within the Santos Manuel Student Union facilities, including but not limited to, long-range planning, construction, expansions, renovations, and space usage. This committee will review the commercial services operations in the Santos Manuel Student Union, including but not limited to dining and convenience store services, reviewing price increases or decreases, and provides findings to the Board of Directors. The committee shall meet with the Dining Services General Manager and the University Enterprise Corporation Executive Director as needed to monitor the commercial services operation within the facility. In efforts to maintain its commitment to sustainable practices, this committee will research CSU's and other schools' efforts regarding encouraging sustainability, new environmental strategies, and energy-savings initiatives to make recommendations that improve the SMSU's sustainable practices.

ARTICLE X

CORPORATE OFFICERS

Section 1. CORPORATE OFFICERS

Corporate officers shall consist of a chair, vice chair, secretary and controller and should be students whenever possible. If a corporate officer is a non-student, a student co-chair will be appointed by the Board of Directors.

CHAIR: The chair of this Corporation shall be elected by and from the Board of Directors. The chair will be responsible for calling meetings, establishing an agenda, presiding over meetings and making appointments to Board of Directors committees. The chair of the Board of Directors shall be the official spokes-person for the Board of Directors. The Chair may sign contracts, subleases, or other instruments which have been authorized to be executed on behalf of the Corporation, except in cases where the signing thereof shall be expressly delegated by the Board of Directors, or by these Bylaws, or by statute to some other officer or agent of the Corporation and, in general, he/she shall perform all duties incident to the functions of the Chair of a Corporation and such other duties as may be prescribed by the Board of Directors from time to time.

VICE CHAIR: The vice chair of this Corporation shall be elected by and from the Board of Directors. The vice chair shall act as chair in absence of the chair, and will also handle other duties as may be assigned by the chair.

SECRETARY: The secretary of this Corporation shall be elected by and from the Board of Directors. The secretary will be responsible for reviewing and authenticating Board of Directors minutes prior to distribution and other duties as may be assigned by the chair.

CONTROLLER: The controller of this Corporation shall be elected by and from the Board of Directors. The controller will be the chair of the Finance & Contracts committee and be responsible for presenting fiscal recommendations, as adopted by the committee, to the Board of Directors for approval. The controller will also be responsible for other duties as may be assigned by the chair.

Section 2. ELECTIONS

Corporate officers will be elected for a one-year term at the Annual Meeting of the Board of Directors.

Section 3. RESPONSIBILITIES OF CORPORATE OFFICERS

The corporate officers shall be responsible for their assigned duties and any other duties that the Board of Directors may assign them to maintain an orderly process of conducting the day-to-day business of the Corporation.

ARTICLE XI

DELEGATION OF AUTHORITY

There shall be an Executive Director of the Corporation who shall be appointed by the President of the University upon the recommendation of the Vice President for Student Affairs. The search for the Executive Director will be conducted consistent with University procedures.

The Executive Director in this position is administratively responsible to the Vice President for Student Affairs or designee for all services, programs, and fiscal matters pertaining to the Corporation. The Executive Director is responsible for development and operation of the Corporation. Specifically, he/she has responsibility for educational and social programs, commercial activities, building maintenance, scheduling and reservations, office operations, accounting and financing, personnel, security, publicity and public relations and all other matters related to the Corporation operations.

The Executive Director has full responsibility for the financial operations of and for maintaining the financial procedures of the Corporation in accordance with University and Chancellor's Office procedures. The Executive Director has the responsibility to implement those policies and procedures established by the Board of Directors.

ARTICLE XII

PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No director, officer, employee or other person shall have, own, or enjoy property rights or interest in or to any of the real or personal property of this Corporation. No director, officer, employee, or other person connected with this Corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation; provided however, that this provision shall not prevent payment to any such person as reasonable compensation for services performed for the Corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Corporation.

ARTICLE XIII

CORPORATE RECORDS AND REPORTS

Section 1. MAINTENANCE OF CORPORATE RECORDS

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

Agendas and Minutes of all meetings of the Board of Directors and committees of the Board of Directors, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given and the names of those present and the proceedings thereof; and

Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Section 2. ANNUAL REPORT

The Board of Directors shall cause an annual report to be furnished no later than one hundred and eighty (180) days after the close of the Corporation's fiscal year to all Directors of the Corporation, which report shall contain the following information in appropriate detail:

The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;
The principal changes in assets and liabilities, including trust funds, during the fiscal year;

The revenue or receipts of the Corporation, both unrestricted and restricted to the particular purposes, for the fiscal year;

The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.

ARTICLE XIV

ACCOUNTING

Section 1. FISCAL OFFICER

The Chief Financial Officer of the University shall be the custodian of the Corporation's monetary accounts. The Corporation shall reimburse the state of California for all accounting and other related business management expenses incurred by the state of California for the Corporation. An estimate of these expenses shall be obtained from the chief fiscal officer of the University for inclusion in the Corporation's annual budget when that budget is prepared.

Section 2. ANNUAL AUDIT

The Corporation shall be subject to an annual audit by a firm of certified public accountants as provided in California Education Code Section 89900. Upon completion, the audited financial statements shall be presented to the Board of Directors and shall be made available to the public consistent with California Education Code §89900 and Government Code §12586(e).

ARTICLE XV

CONFLICT OF INTEREST

A Director shall not engage in any activity during his or her membership on the Corporation Board of Directors that might impair performance as a member of the Board of Directors or in the existence of a conflict of interest.

Directors, individually or in association with another entity, shall have no financial interest in or contract with the Corporation.

A Director shall not utilize any information, not a matter of public record, which is received by reason of Board membership, for personal pecuniary gain, regardless of whether the gain is realized during the Director's term or thereafter.

Each Director and committee member shall comply with the Conflict of Interest Policy adopted by the Corporation, including any amendments, and shall execute a written certification of compliance upon taking office and for each year of his or her term(s) thereafter.
No Director shall be financially interested in any contract or other transaction entered into by the Corporation in violation of the California Education Code.

ARTICLE XVI

FISCAL YEAR

Section 1. FISCAL YEAR

The fiscal year of the Corporation shall be from July 1 through June 30.

ARTICLE XVII

RULES OF PROCEDURE

Section 1. ROBERT'S RULES

All rules of procedure not governed by the Bylaws shall be governed by Robert's Rules of Order, latest revised edition.

ARTICLE XVIII

AMENDMENTS

Section 1. VOTE REQUIRED

These Bylaws may be amended at any regular meeting of the Board of Directors by a two-thirds (2/3) vote of the total membership of the Board of Directors, providing that the amendment has been submitted in writing at the previous regular meeting, or submitted in writing to the directors at least thirty (30) days prior to the next regular meeting of the Board of Directors.

Section 2. EFFECTIVE DATE, NOTICE, AND COMPLIANCE

Amendments take effect upon Board adoption unless applicable law or the Operating Agreement expressly requires presidential approval, in which case effectiveness is conditioned on such approval. The Board may specify a later effective date (including after the Annual Meeting) and adopt reasonable transition provisions to avoid conflict with elections, officer terms, committee structures, or pending business. Within ten (10) business days after adoption, the Executive Director (or designee) shall provide written notice and a copy of the adopted amendment to the CSUSB President or the President's designee; electronic notice is sufficient. If an adopted amendment is later determined to be inconsistent with applicable law, CSU policy, or the Operating Agreement, the Board shall promptly cure the inconsistency by further amendment.

ARTICLE XIX

PUBLIC RECORDS AND TRANSPARENCY

The Corporation shall comply with the California Education Code §§89913–89919 (Richard McKee

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Transparency Act). Public records shall be made available upon request consistent with statutory timelines. The Corporation may charge fees limited to direct duplication costs as permitted by law. Exemptions shall be applied only as authorized by statute. The Board of Directors may adopt procedures consistent with this Article. Such procedures may designate a Records Custodian, acceptable request methods, response timelines, fee schedules, and appeal processes, consistent with applicable law.

ARTICLE XX

CSU SYSTEM OVERSIGHT

The Corporation operates in good standing as an auxiliary organization of California State University, San Bernardino, in accordance with Title 5 of the California Code of Regulations, Chancellor's Office policies, and the Corporation's Operating Agreement with CSUSB. The Board retains authority to adopt and amend these Bylaws consistent with those requirements and will provide timely notice of bylaw amendments to the CSUSB President or designee as provided in Article XVIII.

SANTOS MANUEL STUDENT UNION OF
CALIFORNIA STATE UNIVERSITY, SAN BERNARDINO

AMENDED BYLAWS
Effective xx.xx.2026



**Santos Manuel
Student Union**

CAL STATE SAN BERNARDINO

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ARTICLE I. NAME AND PRINCIPAL OFFICE

Section 1. NAME

The name of this Corporation shall be the Santos Manuel Student Union of California State University, San Bernardino herein referred to as the Corporation.

Section 2. OFFICES

The principal office for the transaction of the business of the Corporation is hereby fixed and located at California State University, San Bernardino, in the county of San Bernardino, state of California.

ARTICLE II. PURPOSE

The Corporation shall have such purposes as are now or may hereafter be set forth in its Articles of Incorporation.

The Corporation is authorized pursuant to its purpose and to California Education Code section 89901 to buy, sell and hold title to real property.

ARTICLE III. POWERS

The Corporation shall have such powers as are now or may hereafter be granted by the Nonprofit Corporation Law of the State of California, except as limited by the provisions of its Articles of Incorporation or these Bylaws.

ARTICLE IV: BOARD OF DIRECTORS

Section 1. QUORUM AND NUMBER

The corporate powers of this Corporation shall be vested in a Board of Directors of fourteen (14) voting directors and one (1) ex officio, non-voting member with a simple majority of the filled positions of the Board of Directors constituting a quorum for the transaction of business. Student members of the Board of Directors may be eligible to receive a leadership scholarship in recognition of their contribution to the mission of the Santos Manuel Student Union.

Section 2. MEMBERSHIP

The Corporation shall have no members other than the persons constituting its Board of Directors. The following shall constitute the Board of Directors:

- A. The Associated Students, Inc. President (ex-officio) or designee. Voting member.
- B. The Associated Students, Inc. Executive Vice-President (ex-officio) or designee. Voting member.

- C. Seven (7) student representatives at large, appointed by this Board of Directors for staggered two-year terms. At least one (1) of the seven (7) student representatives at large shall be enrolled at the Palm Desert Campus and taking a minimum of fifty percent (50%) of their units at that campus at the time of appointment and throughout their term of service. Voting members.
- D. One (1) person who holds membership in the Alumni Association who is non-campus personnel nominated by the Alumni Association Board of Directors and appointed by the Board of Directors for a two-year term. During the term of office, the alumni representative must remain in good standing with the Alumni Association and be available to attend Board of Directors meetings. Voting member.
- E. Two (2) California State University, San Bernardino faculty nominated by the Faculty Senate and appointed by the university President for two-year staggered terms. Voting members.
- F. The University President (ex-officio) or designee. Voting member.
- G. One (1) California State University, San Bernardino administrative representative appointed by the university President. Voting member.
- H. Executive Director of the Corporation, who serves as the Corporation's Chief Financial Officer, shall serve as an ex officio. Non-Voting member.

Designees must serve the full term of office and are not subject to removal by the designator. Designees can only be removed by voluntary resignation or if they are no longer eligible to serve.

Section 3. STUDENT MEMBER ELIGIBILITY/SELECTION PROCESS

Student Board of Directors and committee members are required to maintain unit loads and grade point averages as outlined in the Student Union Grade Eligibility Policy and Procedures.

The ASI President and Executive Vice President or their designees hold ex-officio positions on the Board of Directors. Seven (7) student representatives-at-large are appointed by the Board of Directors for staggered two year terms. Alternates are selected as needed; the alternate does not hold a position on the Board of Directors, but is encouraged to participate in Committee meetings. Every spring semester, and as necessary, the Corporation posts flyers and advertises as appropriate, soliciting applicants for open student representative positions. The position openings are advertised for a minimum of two weeks.

Applications submitted by eligible students are forwarded to the Personnel Committee for review and recommendation. The Personnel Committee forwards the names of the most qualified student applicants to the Board of Directors for approval at the Annual Meeting held in May of each year, or as necessary for vacancies occurring outside the annual appointment process.

Section 4. BOARD OF DIRECTORS ELIGIBILITY AND CONCURRENT OFFICES

/EMPLOYMENT

In order to ensure the widest possible implementation of student involvement and representation, the following criteria for eligibility shall apply to the Board of Directors representative positions:

- A. Unless otherwise specified in the Board of Directors' Bylaws, holders of major elected or appointed Association Students, Incorporated offices shall not be eligible to concurrently serve on the Board of Directors

- B. Major elected or appointed Associated Students, Incorporated offices include:
 - Vice President Finance
 - Vice President University Affairs
 - Internal Affairs Director
 - External Affairs Director
 - ASI Board of Directors Representatives
 - ASI Committee Chairs
- C. Students employed by the Corporation shall not be eligible to serve on the Board of Directors.
- D. ASI officers and Corporation student employees are encouraged to serve on Board of Directors' committees.

Section 5. EXECUTIVE COMMITTEE

The Executive Committee shall consist of the chair, vice chair, secretary, and controller. The Executive Director shall serve as an ex officio, non-voting member of the Executive Committee.

A. Executive Authority and Limitations

The Executive Committee shall act only in an advisory capacity to the Board of Directors except as expressly delegated by formal action of the Board of Directors. The Executive Committee may act on behalf of the Board of Directors between regularly scheduled meetings only when:

1. Action is necessary to address time-sensitive operational matters; and
2. The matter does not involve adoption or amendment of policy, approval of the annual budget, approval of audits, approval of contracts exceeding limits established by Board policy, hiring or termination of the Executive Director, or any other matter reserved by law, Title 5, the Education Code, the Articles of Incorporation, or these Bylaws to the full Board of Directors.

Any action taken by the Executive Committee pursuant to delegated authority shall be reported to the Board of Directors at its next regular meeting and entered into the minutes.

The Executive Committee shall not exercise authority in a manner inconsistent with California Education Code Sections 89920–89928, Title 5 §42602, or applicable California Nonprofit Public Benefit Corporation Law. If the Executive Committee meets without delegated authority, it functions in an advisory capacity and the Seymour Act's open-meeting provisions do not apply; no final action may be taken.

Section 6. TERM OF OFFICE

The term of office for appointed Board of Directors members shall be as specified for each director category in Article IV, Section 2. Student representatives serve staggered two-year terms; all other appointed directors serve the term length specified in Section 2 (one year unless otherwise stated). Terms commence after the Annual Meeting at which the appointment is confirmed.

Section 7. VOTING

Each voting member of the Board of Directors shall have one (1) vote, said vote may not be cast by proxy.

Section 8. RESPONSIBILITIES AND EXPECTATIONS

Directors are expected to fulfill the responsibilities as outlined in the Board of Directors Responsibilities and Expectations Statement. Directors shall register their addresses, e-mail addresses and telephone numbers with the Executive Assistant to the Executive Director, and notices mailed, or e-mailed to them at such addresses shall be valid notices thereof.

Section 9. CONTRACTS

Except as otherwise authorized by action of the Board of Directors, no officer or agent of the Corporation may enter into any contract, or execute or endorse any instrument in the name of, or on behalf of, the Corporation. This restriction shall not be construed to limit the authority of authorized officers or agents of the Corporation to make or enter into contracts, agreements or expenditures for the maintenance and operation of the Corporation when previously authorized by the directors of this Corporation.

ARTICLE V: INDEMNIFICATION OF DIRECTORS, OFFICERS, AND OTHER AGENTS

Section 1. RIGHT OF INDEMNITY

To the fullest extent permitted by law, the Corporation shall indemnify its Directors, Officers, employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding" as that term is used in that Section, and including an action by or in the right of the Corporation by reason of the fact that the person is or was a person described in that Section. "Expenses," as used in the bylaw, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

Section 2. APPROVAL OF INDEMNITY

On written request to the Board of Directors by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the Board of Directors shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board of Directors shall offer indemnification.

Section 3. ADVANCEMENT OF EXPENSES

To the fullest extent permitted by law and except as otherwise determined by the Board of Directors in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding covered by those Sections shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

Section 4. INSURANCE

The Corporation shall have the right to purchase and maintain insurance to the fullest extent permitted by law on behalf of its Directors, Officers, employees and other agents, against any liability asserted against or incurred by any Director, Officer, employee or agent in such capacity or arising out of the Director's, Officer's, employee's, or agent's status as such.

ARTICLE VI: TERMINATION, REMOVAL QUALIFICATIONS

Section 1. TERMINATION

Upon termination of a director's membership on the Board of Directors, as provided in these Bylaws, or by death, all rights of said director and membership in the Corporation, or its property, shall cease.

Section 2. REMOVAL

Directors appointed by the Board of Directors may be removed without cause, if such removal is approved by a two-thirds (2/3) vote of the total Board of Directors.

Section 3. INVOLUNTARY RESIGNATION

Members of the Board of Directors are required to attend all Board of Directors and committee meetings. Board of Directors members appointed by the Board of Directors who fail to attend six (6) regularly scheduled meetings including Board of Directors and committee meetings per year shall be considered to have resigned from office, unless any absence is approved in advance by the Chair of the Board of Directors. The Chair of the Board of Directors shall notify the affected Board of Directors member(s), in writing, of his/her involuntary resignation. Should Board of Directors members who are appointed by other campus entities fail to attend meetings regularly, said entities will be notified in writing and new representatives requested. Involuntary resignations may be appealed to the Board of Directors.

Section 4. QUALIFICATION: EMPLOYEE OF CORPORATION

Any person who is an employee of the Corporation, with the exception of the Executive Director, shall not be qualified to act as a director, and any director who becomes an employee of the Corporation shall thereupon cease to be a director, and the vacancy will be filled as provided for in these Bylaws.

Section 5. QUALIFICATION: BOARD OF DIRECTORS VACANCIES

In the event a director ceases to be a director due to resignation, removal, disqualification, death, leave of absence, or otherwise, it will be the responsibility of the Board of Directors to fill that vacancy as soon as possible in accordance with Article II, Section 2, of these Bylaws. If the vacancy is not filled within a reasonable time, the University President shall appoint a director to fill the unexpired term in accordance with subsection (b) (2) of section 42602 of Title 5, California Administrative Code. Said vacancy will be filled for the unexpired term of the former director.

ARTICLE VII: MEETINGS

Section 1. PLACE OF MEETING

All meetings of the Board of Directors shall be held at the principal office of the Corporation or at such other location within the State of California as may be designated by the Board of Directors, including facilities at the California State University, San Bernardino, including the San Bernardino Campus or Palm Desert Campus.

Section 2. ANNUAL AND REGULAR MEETING

The Annual Meeting of the Board of Directors shall be held in the spring semester, at which time Board of Directors vacancies for expiring terms shall be filled and election of officers for the following year shall be held. Regular meetings of the Board of Directors shall be held each calendar quarter during the academic year, with a minimum of one meeting per quarter. An annual financial statement and audit report shall be presented in the fall semester. Board of Directors review and approval of the budget for the following fiscal year will take place in the spring semester. Whenever possible, all meetings shall be held during the regular business hours of California State University, San Bernardino.

Section 3. SPECIAL MEETINGS

Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the chair, or if the chair is unable or refuses to act, by any four (4) directors, in accordance with the provisions of the California Education Code Section 89922. Notice can be delivered personally, by mail, e-mail, etc. Notice of special meetings shall be posted and distributed at least twenty-four (24) hours in advance and shall specify the time, place, and business to be transacted. No other business shall be considered.

Section 4. NOTICE OF MEETINGS

The time and locations of regular meetings shall be established annually. Agendas of regular and Annual Meetings containing the date, time and place of the meeting and all items to be acted upon shall be publicized at least seven (7) days in advance of the meeting in compliance with Education Code §89921. Written notice of every regular meeting shall be given to any individual or medium that has filed a written request for notice at least one week prior to the date set for the meeting. Requests for written notice shall be valid for one year from the filing date, unless written notice for renewal is received.

Section 5. OPEN MEETINGS

All meetings of the Board of Directors and any committee exercising delegated authority of the Board shall be open and public and conducted in accordance with California Education Code §§89920–89923 (the “Seymour Act”). Regular meetings shall be publicly noticed at least seven (7) days in advance. Special meetings shall be publicly noticed at least twenty-four (24) hours in advance and shall be limited to the business specified in the notice. Closed sessions may be held only for matters expressly authorized by law, including but not limited to personnel matters, litigation, real property negotiations, and investments where public discussion would adversely affect the Corporation’s financial interests. Any final action shall be taken in open session.

Section 6. MEETINGS OF THE EXECUTIVE COMMITTEE

Meetings of the Executive Committee may be called for any purpose by the Chair or by a majority of the Executive Committee if the Chair is not available or refuses to call a meeting. All meetings of the Executive Committee when acting pursuant to delegated authority of the Board of Directors shall be conducted in accordance with the provisions of California Education Code Sections 89923 to 89928.

Section 7. REMOTE MEETINGS AND PARTICIPATION

Meetings of the Board of Directors may be conducted by teleconference, video conference, or other electronic communications platform, provided that all Directors participating and members of the public in attendance are able to hear one another in accordance with California Education Code §§89920–89923. Directors participating remotely shall be deemed present in person for purposes of quorum and voting. Voting by proxy, secret ballot, or email for action items is prohibited.

Section 8. CLOSED SESSIONS

The Board or its committees may hold closed sessions to request information and reports or to review information presented by the Executive Director regarding litigation or personnel matters. These matters may include personnel appointments, evaluations of employee performance, dismissal of employees, review of information or recommendations regarding charges brought against an employee by another person or employee. For purposes of this section only, “employee” does not include any person elected or appointed to an office. The Board of Directors or its committees may also hold closed sessions to discuss investments where a public discussion could have a negative impact on the Corporation’s financial situation. However, in such case, a final decision shall only be made during public session of the Board of Directors.

Section 9. TRANSACTION OF BUSINESS

Except as otherwise provided in the Articles of Incorporation of the Corporation, in these Bylaws, or by law, every act or decision done or made by the majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors.

Section 10. TRANSACTION OF BUSINESS AFTER LOSS OF QUORUM

The Directors present at a duly called and held meeting at which quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting, or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of the Corporation.

Section 11. MINUTES OF MEETINGS AND CONDUCT

Regular minutes of meetings shall be completed within two weeks of each meeting. The proceedings of the Board of Directors shall be kept in a binder provided for that purpose. Meetings of the Board of Directors shall be presided over by the Chair, or in his/her absence, the Vice Chair, or in the absence of each of these persons by a Chairperson chosen by a majority of the Directors present at the meeting.

ARTICLE VIII: RESPONSIBILITIES OF THE BOARD OF DIRECTORS

Section 1. UNION OPERATION

The Board of Directors is charged with the responsibility for recommending policy for operating the Corporation and developing and adopting the budget for the Corporation. It has the authority to establish such committees as necessary to carry out the assignment.

Section 2. RULES AND POLICIES

The Board of Directors will abide by all the rules and regulations set forth in the Corporation's Articles of Incorporation and related Bylaws, as well as any university, trustee, or Education Code requirements that govern or have an effect on said Corporation.

Section 3. BUDGET

The Board of Directors will adopt a fiscal year budget at its spring semester meeting, subject to approval by the University President.

ARTICLE IX: STANDING COMMITTEES

Section 1. MEMBERSHIP

Each standing committee shall have a membership of no less than three members. Unless otherwise noted in these bylaws, at least three of the committee members must be appointed from the Board of Directors. Any committees delegated authority to act on behalf of the Board of Directors shall be composed solely of voting Directors. Committees are generally chaired by students, however, if the elected chair is a non-student, a student co-chair will also be elected.

Section 2. APPOINTMENT

Unless otherwise specified in these bylaws, members to standing committees shall be appointed by the chair, subject to confirmation by the Board of Directors at its next meeting. The Chair of the Board of Directors may make interim appointments pending confirmation.

Section 3. DESIGNATED STANDING COMMITTEES

PERSONNEL: In the event of Board vacancies, this committee shall recommend to the Board of Directors those persons whom the committee determines are most qualified to serve in the various positions designated in these Bylaws. The committee also notifies the appropriate constituent group having representation on the Board of Directors, of a Board of Directors vacancy from that group. The committee will also advise and/or recommend policy to the Executive Director and/or the Board of Directors on matters pertaining to personnel. Only voting members of the Board of Directors may serve on the Personnel Committee.

FINANCE AND CONTRACTS: This committee will draft a budget for the following fiscal year and present its

proposed budget to the Board of Directors for consideration and approval. This committee will meet annually with the auditors to discuss the annual financial audit as well as consider any other financial matters that may arise and recommend its position on such matters to the Board of Directors.

POLICIES AND PROCEDURES: This committee prepares, reviews, and recommends policies and procedures related to the overall use of the facility, to the Board of Directors for approval.

STRATEGIC PLANNING: This committee will review annually and provide recommendations to the Board of Directors to update the Strategic Plan, as appropriate.

RECREATION & WELLNESS: This committee shall act as a sub-committee of the SMSU Board of Directors and shall advise on policy, budgets and operation of the recreational activities and programs of the Recreation and Wellness Department. The committee shall submit documents necessary for approval of the policies of the Recreation and Wellness Department and the annual budget of Student Union funds used for the Recreation and Wellness Department.

The committee shall consist of the following voting members:

Student Representative - Chair of the Committee

SMSU Board of Directors Student Representative

Student Representative

Student Representative

Student Representative

Student Representative

Faculty Representative

Staff Representative

Recreation & Wellness Director (Ex Officio member)

The Chair of the Board of Directors, with appropriate consultation, will select all representatives nominated by the Director of the Recreation and Wellness Department. The Board of Directors shall approve or accept all appointments to the committee. All appointments will be either a 1- or 2-year term, as selected by the applicant and at the discretion of the Chair of the Board of Directors.

AUDIT: The Audit Committee will make recommendations to the Board of Directors on the hiring and firing of independent certified public accountants (CPAs). The Audit Committee can negotiate the independent CPA's compensation on behalf of the Board of Directors. The committee will confer with the auditor to satisfy committee members that the financial affairs of the Santos Manuel Student Union are in order, review the annual audit and any management letter, and recommend to the Board whether to accept the audit. The Committee will approve any non-audit services performed by the independent audit firm and ensure those services meet applicable auditor-independence standards (e.g., AICPA and, when applicable, Government Auditing Standards "Yellow Book")

Membership: The audit committee cannot include staff members, the chair of the board of directors, or the Controller. Members of the Finance & Contracts Committee may sit on the audit committee but cannot comprise 50% or more of the committee. The chairperson of the audit committee may not be a member of the Finance & Contracts Committee.

FACILITIES AND SUSTAINABILITY: This committee will discuss the operational systems within the Santos Manuel Student Union facilities, including but not limited to, long-range planning, construction, expansions, renovations, and space usage. This committee will review the commercial services operations in the Santos Manuel Student Union, including but not limited to dining and convenience store services, reviewing price increases or decreases, and provides findings to the Board of Directors. The committee shall meet with the Dining Services General Manager and the University Enterprise Corporation Executive Director as needed to monitor the commercial services operation within the facility. In efforts to maintain its commitment to

sustainable practices, this committee will research CSU's and other schools' efforts regarding encouraging sustainability, new environmental strategies, and energy-savings initiatives to make recommendations that improve the SMSU's sustainable practices.

ARTICLE X: CORPORATE OFFICERS

Section 1. CORPORATE OFFICERS

Corporate officers shall consist of a chair, vice chair, secretary and controller and should be students whenever possible. If a corporate officer is a non-student, a student co-chair will be appointed by the Board of Directors.

CHAIR: The chair of this Corporation shall be elected by and from the Board of Directors. The chair will be responsible for calling meetings, establishing an agenda, presiding over meetings and making appointments to Board of Directors committees. The chair of the Board of Directors shall be the official spokes-person for the Board of Directors. The Chair may sign contracts, subleases, or other instruments which have been authorized to be executed on behalf of the Corporation, except in cases where the signing thereof shall be expressly delegated by the Board of Directors, or by these Bylaws, or by statute to some other officer or agent of the Corporation and, in general, he/she shall perform all duties incident to the functions of the Chair of a Corporation and such other duties as may be prescribed by the Board of Directors from time to time.

VICE CHAIR: The vice chair of this Corporation shall be elected by and from the Board of Directors. The vice chair shall act as chair in absence of the chair, and will also handle other duties as may be assigned by the chair.

SECRETARY: The secretary of this Corporation shall be elected by and from the Board of Directors. The secretary will be responsible for reviewing and authenticating Board of Directors minutes prior to distribution and other duties as may be assigned by the chair.

CONTROLLER: The controller of this Corporation shall be elected by and from the Board of Directors. The controller will be the chair of the Finance & Contracts committee and be responsible for presenting fiscal recommendations, as adopted by the committee, to the Board of Directors for approval. The controller will also be responsible for other duties as may be assigned by the chair.

Section 2. ELECTIONS

Corporate officers will be elected for a one-year term at the Annual Meeting of the Board of Directors.

Section 3. RESPONSIBILITIES OF CORPORATE OFFICERS

The corporate officers shall be responsible for their assigned duties and any other duties that the Board of Directors may assign them to maintain an orderly process of conducting the day-to-day business of the Corporation.

ARTICLE XI: DELEGATION OF AUTHORITY

There shall be an Executive Director of the Corporation who shall be appointed by the President of the University upon the recommendation of the Vice President for Student Affairs. The search for the Executive

Director will be conducted consistent with University procedures.

The Executive Director in this position is administratively responsible to the Vice President for Student Affairs or designee for all services, programs, and fiscal matters pertaining to the Corporation. The Executive Director is responsible for development and operation of the Corporation. Specifically, he/she has responsibility for educational and social programs, commercial activities, building maintenance, scheduling and reservations, office operations, accounting and financing, personnel, security, publicity and public relations and all other matters related to the Corporation operations.

The Executive Director has full responsibility for the financial operations of and for maintaining the financial procedures of the Corporation in accordance with University and Chancellor's Office procedures. The Executive Director has the responsibility to implement those policies and procedures established by the Board of Directors.

ARTICLE XII

PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No director, officer, employee or other person shall have, own, or enjoy property rights or interest in or to any of the real or personal property of this Corporation. No director, officer, employee, or other person connected with this Corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation; provided however, that this provision shall not prevent payment to any such person as reasonable compensation for services performed for the Corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Corporation.

ARTICLE XIII: CORPORATE RECORDS AND REPORTS

Section 1. MAINTENANCE OF CORPORATE RECORDS

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

Agendas and Minutes of all meetings of the Board of Directors and committees of the Board of Directors, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given and the names of those present and the proceedings thereof; and

Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Section 2. ANNUAL REPORT

The Board of Directors shall cause an annual report to be furnished no later than one hundred and eighty (180) days after the close of the Corporation's fiscal year to all Directors of the Corporation, which report shall contain the following information in appropriate detail:

The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;
The principal changes in assets and liabilities, including trust funds, during the fiscal year;

The revenue or receipts of the Corporation, both unrestricted and restricted to the particular purposes, for the fiscal year;
The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.

ARTICLE XIV: ACCOUNTING

Section 1. FISCAL OFFICER

The Chief Financial Officer of the University shall be the custodian of the Corporation's monetary accounts. The Corporation shall reimburse the state of California for all accounting and other related business management expenses incurred by the state of California for the Corporation. An estimate of these expenses shall be obtained from the chief fiscal officer of the University for inclusion in the Corporation's annual budget when that budget is prepared.

Section 2. ANNUAL AUDIT

The Corporation shall be subject to an annual audit by a firm of certified public accountants as provided in California Education Code Section 89900. Upon completion, the audited financial statements shall be presented to the Board of Directors and shall be made available to the public consistent with California Education Code §89900 and Government Code §12586(e).

ARTICLE XV: CONFLICT OF INTEREST

A Director shall not engage in any activity during his or her membership on the Corporation Board of Directors that might impair performance as a member of the Board of Directors or in the existence of a conflict of interest.

Directors, individually or in association with another entity, shall have no financial interest in or contract with the Corporation.

A Director shall not utilize any information, not a matter of public record, which is received by reason of Board membership, for personal pecuniary gain, regardless of whether the gain is realized during the Director's term or thereafter.

Each Director and committee member shall comply with the Conflict of Interest Policy adopted by the Corporation, including any amendments, and shall execute a written certification of compliance upon taking office and for each year of his or her term(s) thereafter.

No Director shall be financially interested in any contract or other transaction entered into by the Corporation in violation of the California Education Code.

ARTICLE XVI: FISCAL YEAR

Section 1. FISCAL YEAR

The fiscal year of the Corporation shall be from July 1 through June 30.

ARTICLE XVII: RULES OF PROCEDURE

Section 1. ROBERT'S RULES

All rules of procedure not governed by the Bylaws shall be governed by Robert's Rules of Order, latest revised edition.

ARTICLE XVIII: AMENDMENTS

Section 1. VOTE REQUIRED

These Bylaws may be amended at any regular meeting of the Board of Directors by a two-thirds (2/3) vote of the total membership of the Board of Directors, providing that the amendment has been submitted in writing at the previous regular meeting, or submitted in writing to the directors at least thirty (30) days prior to the next regular meeting of the Board of Directors.

Section 2. EFFECTIVE DATE, NOTICE, AND COMPLIANCE

Amendments take effect upon Board adoption unless applicable law or the Operating Agreement expressly requires presidential approval, in which case effectiveness is conditioned on such approval. The Board may specify a later effective date (including after the Annual Meeting) and adopt reasonable transition provisions to avoid conflict with elections, officer terms, committee structures, or pending business. Within ten (10) business days after adoption, the Executive Director (or designee) shall provide written notice and a copy of the adopted amendment to the CSUSB President or the President's designee; electronic notice is sufficient. If an adopted amendment is later determined to be inconsistent with applicable law, CSU policy, or the Operating Agreement, the Board shall promptly cure the inconsistency by further amendment.

ARTICLE XIX: PUBLIC RECORDS AND TRANSPARENCY

The Corporation shall comply with the California Education Code §§89913–89919 (Richard McKee Transparency Act). Public records shall be made available upon request consistent with statutory timelines. The Corporation may charge fees limited to direct duplication costs as permitted by law. Exemptions shall be applied only as authorized by statute. The Board of Directors may adopt procedures consistent with this Article. Such procedures may designate a Records Custodian, acceptable request methods, response timelines, fee schedules, and appeal processes, consistent with applicable law.

ARTICLE XX: CSU SYSTEM OVERSIGHT

The Corporation operates in good standing as an auxiliary organization of California State University, San Bernardino, in accordance with Title 5 of the California Code of Regulations, Chancellor's Office policies, and the Corporation's Operating Agreement with CSUSB. The Board retains authority to adopt and amend these Bylaws consistent with those requirements and will provide timely notice of bylaw amendments to the CSUSB President or designee as provided in Article XVIII.

Fiscal Policy 104 – Competitive Bidding and Procurement
Santos Manuel Student Union Board of Directors

Date: 2/24/2026

Proposed By: Sean Kinnally, Interim Director, Recreation and Wellness

Proposal:

This proposal recommends the formal adoption and continued implementation of the Santos Manuel Student Union (SMSU) Bidding Policy to establish clear dollar thresholds, competitive procurement procedures, and oversight mechanisms for the purchase of goods and services using SMSU funds.

The policy ensures fiscal responsibility, promotes transparency and fairness, safeguards institutional integrity, and supports best-value decision-making in alignment with SMSU's fiduciary obligations to students and stakeholders.

- Establish structured procurement standards based on dollar thresholds.
- Ensure fair and equitable competition in purchasing.
- Protect SMSU from financial, legal, and reputational risk.
- Promote responsible stewardship of student fee and program-generated funds.
- Provide oversight mechanisms for high-value expenditures.

Rationale:

SMSU operates using student fees and program-generated funds. As fiduciaries, the Board and staff have a legal and ethical obligation to ensure these funds are spent responsibly.

The bidding thresholds create:

- Proportional oversight relative to financial risk
- Cost control through competition
- Protection against misuse of funds

Higher-dollar purchases carry greater financial risk; therefore, they require more formal procedures and oversight. Require 3 bids for the project.

Operational & Financial Impact:

The SMSU Bidding Policy establishes a structured, transparent, and fiscally responsible framework for procurement. It balances efficiency with oversight, flexibility with accountability, and cost with quality. Adoption and continued enforcement of this policy will strengthen governance, protect student resources, and ensure ethical stewardship of SMSU funds. No immediate fiscal impact. Establishes standardized review and approval process.

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Updated: xx-xx-xx
Supersedes: NEW (or list prior policy/date)
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CALIFORNIA STATE UNIVERSITY, SAN BERNARDINO
SANTOS MANUEL STUDENT UNION
BIDDING POLICY

SUBJECT: Bidding Policy

REFERENCE: CSU Contracts and Procurement Policy (PolicyStat ID 19457983, Effective 1/16/2026)

Purpose:

The purpose of this policy is to establish dollar limits and bidding procedures for the purchase of products and services for the Santos Manuel Student Union (SMSU).

Scope:

This policy applies to all SMSU personnel who expend SMSU funds from budgeted or ~~program-generated~~program-generated accounts.

Competitive solicitation thresholds will be based on Total Contract Value (including renewals/add-ons), include shipping/freight, and exclude sales tax.

Non-IT Goods & Services:

- Under \$10,000: document fair and reasonable pricing (quotes recommended when practical)
- \$10,000–\$99,999.99: obtain at least three written quotes when practicable; document selection
- \$100,000–\$249,999.99: informal competitive solicitation (generally at least three vendors)
- \$250,000+: formal competitive solicitation (RFP/IFB) unless an approved exception applies

~~Products and services costing up to \$9,999.99:~~

~~One informal bid is required for products and services costing up to \$9,999.99.~~

~~Products and services costing from \$10,000.00 to \$49,999.99:~~

~~Reasonable attempts shall be made to solicit three informal written bids for products and services costing from \$10,000.00 to \$49,999.99~~

~~Unless the Campus Services Facilities team is performing the work, we do not need to obtain three informal bids, as Facilities handles the work using campus trades.~~

~~When CSUSB Facilities Management and/or CSUSB Procurement & Contracts is the contracting agent (campus trades, campus-issued contracts), SMSU will not run a duplicative bid process; SMSU will follow the applicable campus process and retain documentation in the SMSU procurement file. SMSU shall not expend funds on behalf of the campus and seek reimbursement if doing so would circumvent CSU/campus requirements (including competitive bidding).~~

~~Products and services costing from \$50,000 to \$99,999.99~~

~~Three required written bids for products and services costing from \$50,000 to \$99,999.99.~~

~~Products and services costing \$100,000.00 or more:~~

~~Products and services costing \$100,000.00 or more shall require the use of the formal bidding procedure as outlined below.~~

NOTE:

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~~The dollar amounts listed above include shipping charges but EXCLUDE sales tax. For example, if the requisition total before sales tax is \$49,999.99 only one price request is required. If, however, there are shipping charges to be added to the \$49,999.99, three informal written bids should be solicited.~~

FORMAL BIDDING PROCEDURE

Principles:

The formal bidding procedure is established to provide the SMSU with guidelines to ensure that fair and equitable procedures are followed in procuring the best quality item(s) costing ~~\$250,000~~ ~~\$100,000.00~~ or more. The guiding principle for accepting bids for products and services costing in excess of ~~\$250,000~~ ~~\$100,000.00~~ is best value for the dollar. Therefore, while cost is ~~important,~~ ~~important, it~~ is not the only factor, nor even the deciding factor, on which acceptance of a bid is based. Such items as delivery, warranty limits, service availability, response time, reliability, company reputation, etc., are also factors in the final decision. The criteria to be used in the acceptance of a bid are determined on a case-by-case basis. It must be clearly understood that the SMSU reserves the right to accept or reject any bid as it deems appropriate. Breaking up a purchase into separate components in order to circumvent the Bidding Policy is prohibited.

Procedures:

Upon determining that an individual item or service will exceed the established limit of \$250,000 ~~\$100,000.~~, the Executive Director or designee will place the item on the Finance & Contracts Committee agenda for review and approval. The Finance & Contracts Committee will examine the request for soliciting bids to ensure that it conforms to fiscal policy, that sufficient funds are available and that it is reasonable. After approval by the Finance & Contracts Committee, the item is placed on the SMSU Board of Directors' agenda. In the event the Finance & Contracts Committee is unable to meet, the item may be placed on the SMSU Board of Directors' agenda for consideration. Final approval authority rests with the SMSU Board of Directors and it may approve all, part, none or a modified version of the request.

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Once the request is approved, designated staff will do the following:

1. Establish appropriate specifications and criteria for selection. All bids will contain the deadline date and time, and authorized method(s) of transmission.
2. Establish a list of prospective bidders and prepare a Request for Proposals (RFP), with appropriate criteria and specifications.
3. Establish objective rating criteria to evaluate the bid conformity to the established criteria and specifications.
4. Open bids at the specified time. In the event the members of the Finance & Contracts Committee are unavailable for the bid opening, the bids may be opened by the committee chair and the Executive Director or designee. Bidders who meet the criteria for submitting bids will be notified of the time and place of bid opening and are entitled to be present at the bid opening. All bids received by the published deadline will be

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placed in the SMSU safe or secure location. Bids received after the published deadline will be returned, unopened, to the prospective bidder.

5. Select the winning bid. Great care should be taken to ensure that all bids are given fair and equitable treatment in their consideration. All bids should be rated against the established criteria.
6. Notify the winner and the unsuccessful bidders, in writing, of the decision.
7. Advise the Executive Director or designee to issue a purchase order.

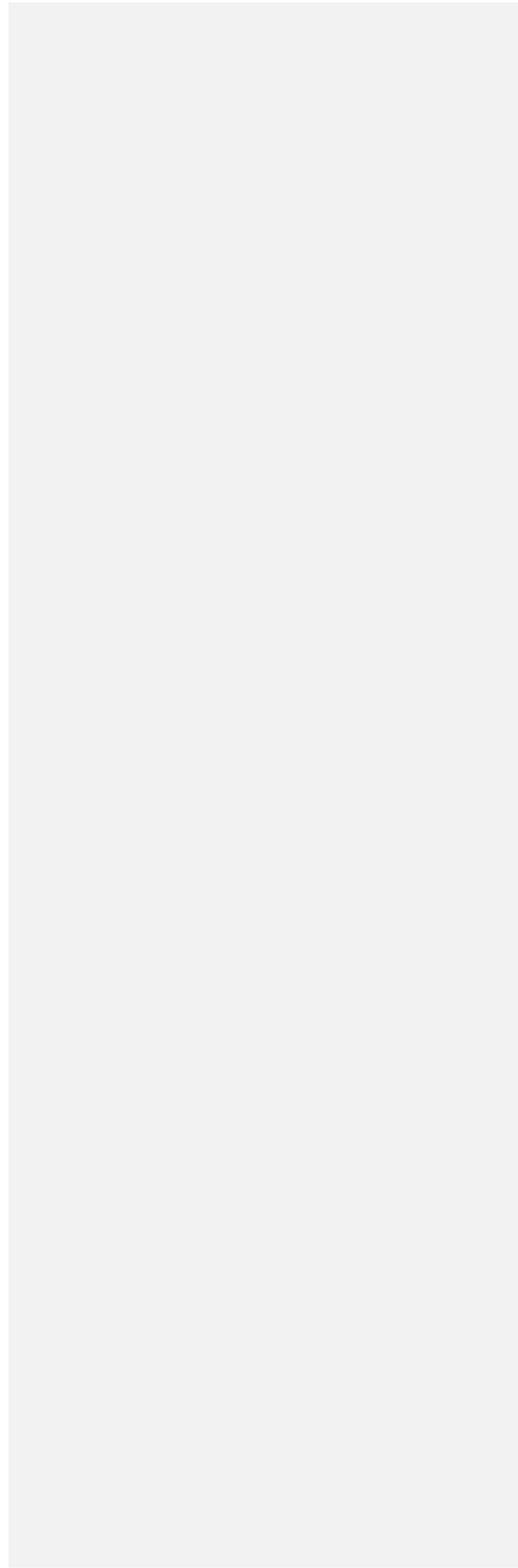
If an RFP does not generate the response anticipated, and/or those bids submitted are not responsive in pricing, a formal letter will be sent to each bidder informing them that the Request for Proposal is being withdrawn.

SOLE SOURCE PROCEDURE

It is conceivable that a sole source may be the best or only source available for a product or service. This may be due to the unique nature of the product or unforeseen legitimate time constraints which do not permit a complete bidding cycle. Sole source should only be used for good and sufficient reason, i.e., when the outcome of a bid is relatively assured because of too few potential bidders, nature of the product, or eligible purchasing agreement. Putting out an RFP knowing a certain vendor will be selected nullifies the bid process and could leave the SMSU exposed to possible legal action by a vendor who spent time, energy and resources on a wasted RFP effort. Thorough research and factual data should be compiled on every prospective bid and presented to the Finance & Contracts Committee and the SMSU Board of Directors as justification. If sole source is justified, it should be requested.

Sole source/sole brand procurements at or above \$10,000 require written justification. Sole source/sole brand procurements at or above \$100,000 require an explicit waiver of competition approved by the Finance & Contracts Committee and SMSU Board of Directors.

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~~If an RFP does not generate the response anticipated, and/or those bids submitted are not responsive in pricing, a formal letter will be sent to each bidder informing them that the Request for Proposal is being withdrawn.~~

~~SOLE SOURCE PROCEDURE~~

~~It is conceivable that a sole source may be the best or only source available for a product or service. This may be due to the unique nature of the product or unforeseen legitimate time constraints which do not permit a complete bidding cycle. Sole source should only be used for good and sufficient reason, i.e., when the outcome of a bid is relatively assured because of too few potential bidders, nature of the product, or eligible purchasing agreement. Putting out an RFP knowing a certain vendor will be selected nullifies the bid process and could leave the SMSU exposed to possible legal action by a vendor who spent time, energy and resources on a wasted RFP effort. Thorough research and factual data should be compiled on every prospective bid and presented to the Finance & Contracts Committee and the SMSU Board of Directors as justification. If sole source is justified, it should be requested.~~

~~A request to purchase an item exceeding \$9,999.99 through a sole source must be approved by the Finance & Contracts Committee and the SMSU Board of Directors. The agenda item must contain language clearly indicating a request for waiver of the bidding policy for sole source purchase. The Finance & Contracts Committee and/or the SMSU Board of Directors may, at their discretion, approve the purchase of an item while disapproving the use of the sole source option. If the sole source purchase option is denied by the Finance & Contracts Committee, that option may not be placed on the SMSU Board of Directors' agenda. This does not preclude the request being presented to the Finance & Contracts Committee for reconsideration.~~

**CALIFORNIA STATE UNIVERSITY, SAN BERNARDINO SANTOS
MANUEL STUDENT UNION
Competitive Bidding and Procurement POLICY**

Subject: Fiscal Policy 104 – Competitive Bidding and Procurement

REFERENCE: CSU Contracts and Procurement Policy (Policy Stat ID 19457983, Effective 1/16/2026)

Purpose:

The purpose of this policy is to establish dollar limits and bidding procedures for the purchase of products and services for the Santos Manuel Student Union (SMSU).

Scope:

This policy applies to all SMSU personnel who expend SMSU funds from budgeted or program-generated accounts.

Competitive solicitation thresholds will be based on Total Contract Value (including renewals/add-ons), include shipping/freight, and exclude sales tax.

Goods & Services:

- **Under \$10,000:** document fair and reasonable pricing (quotes recommended when practical)
- **\$10,000–\$99,999.99:** obtain at least three written quotes when practicable; document selection
- **\$100,000–\$249,999.99:** informal competitive solicitation (generally at least three vendors;
- **\$250,000+:** formal competitive solicitation (RFP/IFB) unless an approved exception applies

When CSUSB Facilities Management and/or CSUSB Procurement & Contracts is the contracting agent (campus trades, campus-issued contracts), SMSU will not run a duplicative bid process; SMSU will follow the applicable campus process and retain documentation in the SMSU procurement file. SMSU shall not expend funds on behalf of the campus and seek reimbursement if doing so would circumvent CSU/campus requirements (including competitive bidding).

FORMAL BIDDING PROCEDURE

Principles:

The formal bidding procedure is established to provide the SMSU with guidelines to ensure that

fair and equitable procedures are followed in procuring the best quality item(s) costing \$250,000 or more. The guiding principle for accepting bids for products and services costing in excess of \$250,000 is best value for the dollar. Therefore, while cost is important, it is not the only factor, nor even the deciding factor, on which acceptance of a bid is based. Such items as delivery, warranty limits, service availability, response time, reliability, company reputation, etc., are also factors in the final decision. The criteria to be used in the acceptance of a bid are determined on a case-by-case basis. It must be clearly understood that the SMSU reserves the right to accept or reject any bid as it deems appropriate. Breaking up a purchase into separate components in order to circumvent the Bidding Policy is prohibited.

Procedures:

Upon determining that an individual item or service will exceed the established limit of \$250,00 the Executive Director or designee will place the item on the Finance & Contracts Committee agenda for review and approval. The Finance & Contracts Committee will examine the request for soliciting bids to ensure that it conforms to fiscal policy, that sufficient funds are available and that it is reasonable. After approval by the Finance & Contracts Committee, the item is placed on the SMSU Board of Directors' agenda. In the event the Finance & Contracts Committee is unable to meet, the item may be placed on the SMSU Board of Directors' agenda for consideration. Final approval authority rests with the SMSU Board of Directors and it may approve all, part, none or a modified version of the request.

Once the request is approved, designated staff will do the following:

1. Establish appropriate specifications and criteria for selection. All bids will contain the deadline date and time, and authorized method(s) of transmission.
2. Establish a list of prospective bidders and prepare a Request for Proposals (RFP), with appropriate criteria and specifications.
3. Establish objective rating criteria to evaluate the bid conformity to the established criteria and specifications.
4. Open bids at the specified time. In the event the members of the Finance & Contracts Committee are unavailable for the bid opening, the bids may be opened by the committee chair and the Executive Director or designee. Bidders who meet the criteria for submitting bids will be notified of the time and place of bid opening and are entitled to be present at the bid opening. All bids received by the published deadline will be placed in the SMSU safe or secure location. Bids received after the published deadline will be returned, unopened, to the prospective bidder.
5. Select the winning bid. Great care should be taken to ensure that all bids are given fair and equitable treatment in their consideration. All bids should be rated against the established criteria.

6. Notify the winner and the unsuccessful bidders, in writing, of the decision.
7. Advise the Executive Director or designee to issue a purchase order.

If an RFP does not generate the response anticipated, and/or those bids submitted are not responsive in pricing, a formal letter will be sent to each bidder informing them that the Request for Proposal is being withdrawn.

SOLE SOURCE PROCEDURE

It is conceivable that a sole source may be the best or only source available for a product or service. This may be due to the unique nature of the product or unforeseen legitimate time constraints which do not permit a complete bidding cycle. Sole source should only be used for good and sufficient reason, i.e., when the outcome of a bid is relatively assured because of too few potential bidders, nature of the product, or eligible purchasing agreement. Putting out an RFP knowing a certain vendor will be selected nullifies the bid process and could leave the SMSU exposed to possible legal action by a vendor who spent time, energy and resources on a wasted RFP effort. Thorough research and factual data should be compiled on every prospective bid and presented to the Finance & Contracts Committee and the SMSU Board of Directors as justification. If sole source is justified, it should be requested.

Sole source/sole brand procurements at or above \$10,000 require written justification. Sole source/sole brand procurements at or above \$100,000 require an explicit waiver of competition approved by the Finance & Contracts Committee and SMSU Board of Directors.