

**ASSOCIATED STUDENTS UCLA
BOARD OF DIRECTORS**

BYLAWS

BYLAW 1: MEMBERSHIP ON THE BOARD

1.1 Eligibility:

- A. Each Student Member must be a registered and enrolled student at UCLA during the quarter (or semester) in which appointed. Each Student Member of the Board must be a registered and enrolled student at UCLA during the Fall, Winter, and Spring Quarters (or Fall and Spring Semesters, if appropriate) of the term he/she is serving. Each Student Member must continuously maintain his/her registered and enrolled student status during the term he/she is appointed and during the term he/she serves.
 - i. The eligibility of Student Member during the summer, in accordance with Bylaw 1.1.A, shall be deemed to be met between the last day of the day of a spring quarter and the first day of the subsequent fall quarter, as long as such eligibility requirements are met at the last day of the spring quarter.
- B. No elected officers, including the presidents of the Undergraduate Students Association, Graduate Students Association, Los Angeles Division of the Academic Senate, or UCLA Alumni Association may concurrently serve as a Regular or Alternate Member of the ASUCLA Board of Directors.
- C. No current career or student employee of ASUCLA may concurrently serve as a Regular or Alternate Member of the Board.
- D. Within two weeks of appointment and before the end of the fourth week of each quarter, the Executive Director shall inquire of the University as to the status of each Student Member of the Board to insure that each is in compliance with the requirements of Bylaw 1.1(A), and of the Constitution regarding Membership. Minimum academic requirements may be set by the Undergraduate Students Association for its respective Student Members. If such academic requirements exist, the Executive Director shall, as part of the eligibility inquiry of this paragraph, inquire of the University as to the academic status of each Student Member of the Board to insure that each is in compliance with any such academic requirements.
- E. Any Student Member of the Board found ineligible according to the requirements of Bylaw 1.1(A) during the quarterly status check shall be notified by the Executive Director of ineligibility. The Student Member shall be automatically removed from the Board if the Student Member does not provide adequate documentation to demonstrate compliance with the criteria stipulated within five school days of being notified by the Executive Director.
- F. Each non-student Member of the Board must continuously maintain the eligibility requirements established by the authority which appointed him/her.

1.2 Method of Selection and Seating:

- A. Prior to the end of each Board Session, and in a timely manner, the Executive Director shall send a letter to all appointing authorities informing them of Board of Directors membership and eligibility requirements and requesting that appointments be made to the Board prior to an Orientation Retreat.
- B. The appointing authority shall respond to the Executive Director's request by submitting a letter to the Executive Director naming the appointee(s) or reappointing the then serving member(s) in accordance with the procedures that have been established by the appointing authority.
- C. When the letter of appointment has been received and the Executive Director has confirmed the eligibility of the appointee for the position, that appointee shall be deemed seated as a Member of the Board.

1.3 Session of the Board:

- A. Each session of the Board shall begin on July 1 of the year and shall terminate on June 30 of the following year.

1.4 Term of Office:

- A. The term of office of each Member of the Board shall begin on July 1 and end on June 30, except that the Executive Director shall serve continuously as a Member of the Board subject only as to the continuation of his/her employment.
- B. The membership shall consist of: 1) three Regular Student Members and one Alternate Student Member appointed by the Undergraduate Students Association, 2) three Regular Student Members and one Alternate Student Member appointed by the Graduate Students Association, 3) one Regular Member and one Alternate Member appointed from among the UCLA Alumni by the UCLA Alumni Association, 4) two Regular Members appointed by the Chancellor from among the Administrative Staff and 5) one Regular Faculty Member appointed by the Academic Senate. The appointments shall be staggered to ensure that all the members from any one constituency are not appointed to commence service on the Board in the same year.
- C. The term of office for Student Members and the Alumni Association members will be two years while the term of office for the others will be three years. An Alternate Member shall have voting rights at the Board meetings only when the Regular Member from the same constituency as the Alternate Member is absent. The Alternate Members shall have full voting rights in committees to which they are appointed.
- D. Persons appointed for two-year terms must continuously meet the eligibility requirements for that position.

1.5 Vacancies:

- A. A vacancy on the Board occurs when a Member's term expires, the Member resigns, the Member is removed as the result of the action of the Board of Directors, the Member dies, or the Member fails to meet the eligibility requirements within the period set forth in Bylaw 1.1(E).
- B. The Executive Director shall inform the Board and the authority which appointed the Member when a vacancy occurs and request the naming of a new appointee promptly.
- C. The authority which appointed the Member shall respond to the Executive Director's request in accordance with the provisions of Bylaw 1.2(B), and seating shall occur in accordance with the provision of Bylaw 1.2(C).
- D. In the case of a Regular Student Member appointed by the Undergraduate Student Association, the vacancy shall be filled by the Alternate appointed by the Undergraduate Students Association then serving on the Board. In the case of a Regular Student Member appointed by the Graduate Students Association, the Alternate appointed by the Graduate Students Association then serving on the Board shall fill the vacancy. In the case of a Regular Member appointed by the Alumni Association, the Alternate appointed by the Alumni Association then serving on the Board shall fill the vacancy. If an Alternate position is vacated in accordance with Bylaw 1.5, the appointed authority shall appoint a successor Alternate. If the Alternate position is vacant when the Regular Member position becomes vacant, or if the Alternate is unwilling to serve as a Regular Member, the appointing authority shall appoint another eligible person to fill the vacancy.

1.6 Indemnification:

- A. To the maximum extent permitted by the Board Policy on Defense and Indemnification of Members and Officers of the Board and Board Committee Members, the Association shall defend and indemnify each Member and Officer of the Board, and each Member of a Board Committee, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any action, special proceeding, arbitration or administrative proceeding arising against such person by reason of his/her membership on the Board, status as an Officer of the Board, or membership on a Board Committee. The Association reserves the right to designate counsel to represent the person defended pursuant to this Bylaw.

BYLAW 2: OFFICERS OF THE BOARD

2.1 Selection of Officers:

- A. A Chairperson and Vice Chairperson shall be elected by a majority of the voting membership in a secret ballot no later than the first Regular Meeting of the Board of

Directors after July 1. These officers shall hold office from July 1 to December 31 of that year. A second election shall be held during that December meeting to elect a Chairperson and Vice Chairperson to serve from January 1 of the following calendar year to June 30.

- B. The offices of Chairperson and Vice Chairperson shall alternate between a Regular Undergraduate Student Member of the Board and a Regular Graduate Student Member of the Board during each Session of the Board.
- C. A Secretary shall be elected by a majority of the voting membership in a secret ballot no later than the first Regular Meeting of the Board of Directors after July 1. The Secretary shall be a Regular Non-Student Member of the Board who has attained the age of 21 and shall serve from July 1 to June 30 of the following year.

2.2 Duties of Officers:

- A. The Chairperson shall preside at all meetings of the Board.
- B. The Vice Chairperson shall act in the absence of the Chairperson at meetings.
- C. The Secretary shall review and attest to the accuracy of the minutes and other Board documents and records as appropriate. The Vice Chairperson shall act in the absence of the Secretary when timely fulfillment of the Secretary's duties is necessary.
- D. Each of the officers of the Board shall have all the privileges of any other Member of the Board, including entering into any discussion and voting on all matters, subject to each officers' voting membership as set forth in the ASUCLA Board of Directors Constitution and Bylaws.

2.3 Officer Vacancies:

- A. In the event that any of the officer positions becomes vacant, an election shall be held by the Board at its next regularly scheduled meeting, or at an intervening Special Meeting where the election is one of the purposes noticed to the Board in the call of that meeting, to fill the vacancy for the balance of that officer's term.
- B. Only members whose election will ensure that the representational requirements set forth in Bylaw 2.1 are complied with will be eligible to fill the vacancy.
- C. When the position of Secretary is vacant, the Vice Chairperson shall perform the duties of the Secretary.

BYLAW 3: MEETINGS, RETREATS, MINUTES, AND VOTING

3.1 Regular Meetings:

- A. The Board shall conduct only one (1) Regular Meeting each calendar month during a Session, except that no Regular Meeting shall be held during June and that only one (1) Regular Meeting is held during the months of November and December. During May there may be a second Regular Meeting which shall be held for the sole purpose of reviewing for approval the Services and Enterprises Budget for the coming fiscal year.
- B. The specific day and time for the Regular Meetings will be established by the Executive Director in consultation with the Chairperson. The meetings shall be scheduled so as to accommodate as many members of the Board as possible.
- C. Official notice of the time and place of all Regular Meetings shall be sent out by the Executive Director no later than seven (7) days before each meeting, although every reasonable effort shall be made to establish the schedule of Board meetings in advance for the entire Session.

3.2 Special Meetings:

- A. When not less than six (6) Regular Members, including three (3) Regular Student Members and one (1) Regular Non-student Member, have given the Executive Director written notification that they wish a Special Meeting to be called or, alternatively, when a majority of the following Members: Chairperson, Vice Chairperson, Secretary, and Executive Director so determine, a Special Meeting of the Board shall be called by the Executive Director, provided that, in either case, the exact purpose for the meeting is specified.
- B. The Executive Director shall give notice of the time, place, and exact purpose of the meeting no less than 48 hours in advance of the scheduled time for the Special Meeting.
- C. Only business mentioned in the call of a Special Meeting can be transacted at such a meeting.
- D. Except as otherwise provided in these Bylaws, all Special Meetings of the Board shall be open to the public.

3.3 Retreats:

- A. An Orientation Retreat shall be held in the month of June, the specific days and times to be scheduled by the Executive Director to accommodate as many Members and Members-designate of the Board as possible.

- B. Provided that notice is given no later than four months in advance, and the Executive Committee approves it, a Mid-Year Retreat may be scheduled in February or March.
- C. By an affirmative vote of not less than seven (7) Voting Members, the Board may schedule additional Retreats.
- D. No action may be taken at Retreats.
- E. Retreats shall be open to the UCLA community; The Daily Bruin shall be invited to attend. However, portions of the retreat may be held in Executive Session upon a 2/3 vote of the Board Members and Board Members-designate present.

3.4 Agenda and Supporting Materials:

- A. The Executive Director shall prepare an agenda and supporting materials for each Regular Meeting of the Board to be sent out no later than four (4) days before the scheduled meeting. At the meeting, the order of items on the agenda may be changed or items may be deleted by a majority vote; items may be added to the agenda together with any supporting materials by a majority vote, except that items of the agenda that require Board action shall be added only upon an affirmative vote of not less than seven (7) Voting Members unless that action is merely to elect a Board officer, in which case such action must be added to the agenda by a majority vote.
- B. At any Special Meeting of the Board, the agenda and supporting materials must be sent out not less than 24 hours in advance of the meeting.
- C. When the Services and Enterprises Budget is an item on the agenda, the draft budget must be sent to all Board Members not less than ten (10) days prior to the Board meeting, despite the fact that it may still be in committee.

3.5 Executive Sessions:

- A. All meetings of the Board and its Committees shall be open to the public, except that the Board or its Committees shall, upon the consent of the majority, convene in Executive Session to discuss any matter. Only Board or Committee Members may be present during Executive Sessions, except that the Chairperson may rule permissible the presence of any other person as may be required to facilitate the discussion.
- B. While in Executive Session, a majority of those entitled to vote may vote to take action in Executive Session provided that the subject matter of the action pertains to the following: personnel, discipline, collective bargaining, establishing a negotiating position, contracts, litigation, or approval of the record of actions taken during preceding Executive Sessions of the Board. The actual vote on the issue shall be an additional, separate vote.

3.6 Minutes:

- A. Minutes shall be prepared for each Regular and Special Meeting of the Board and be distributed to each Member. At each Regular Meeting of the Board, the minutes of all preceding meetings not yet approved shall be presented for approval.
- B. A complete set of the minutes shall be maintained by the Executive Director and shall be available for viewing by the public, subject to the other provisions of Bylaw 3.6.
- C. The Secretary of the Board shall record all actions taken by the Board in Executive Session, and those records shall be kept by the Executive Director separate from the minutes of the public meetings, and shall be available to all Members of the Board. The record of action taken by the Board in Executive Session shall be available to the public only upon an affirmative vote of not less than seven (7) Voting Members of the Board.
- D. Minutes of the final Board meeting of the Session, along with any minutes of preceding meetings as yet unapproved, shall be approved upon review and attested to by the Secretary of the Board holding office at the end of that Session.
- E. When the proceedings of the Board have been electronically recorded to assist in the preparation of the minutes, the Executive Director shall retain those recordings until the minutes of those meetings have been approved.

3.7 Quorum:

- A. Six (6) Voting Members of the Board, provided that at least three (3) Student Members and at least one (1) Non-student Member are included within this number, shall constitute a quorum.
- B. A meeting of the Board may not be called to order in the absence of a quorum.
- C. At a meeting of the Board duly called to order, action may be taken only when a quorum is present. It is the responsibility of the Chairperson to determine that a quorum is present prior to calling for a vote on any matter.

3.8 Exercise of the Vote:

- A. Except as provided elsewhere in these Bylaws and in the Constitution of the Association, action shall be taken by an affirmative vote of a simple majority of the Members of the Board entitled to vote on such an action.

BYLAW 4: COMMITTEES OF THE BOARD

4.1 Standing Committees:

- A. The Standing Committees of the Board are the Finance, Services, Personnel, and Executive Committees. Each Member of the Board shall be required to serve on at least one (1) Standing Committee of the Board during each Board year.
- B. Each Standing Committee may establish its own rules of procedure, provided that the presence of a majority of the Members of a Committee is required for that committee to take action and, provided further, that the Board may specify the procedures by which a committee is to conduct its business. Any rules of procedure that shall last beyond the meeting during which they are established shall be identified as such, and, upon being established, must be forwarded to the Executive Committee for review and inclusion with the governing documents of the Board.
- C. A Standing Committee shall review and make recommendations of matters which are within its jurisdiction as set forth in these Bylaws and which may be referred to it by the Board.
- D. Except in the case of members who serve ex-officio, members of Standing Committees shall be selected by the Board by secret ballot no later than the first Regular Meeting of the Board of Directors after July 1. The Board shall select the Chairperson of each Standing Committee in the same manner.
- E. Student Members of Board Committees who are not also Board Members must meet the same eligibility requirements as Student Board Members. The Executive Director shall make an eligibility inquiry of the University for Student Members of Board Committees who are not also Board Members as is done for Student Members of the Board as provided for in Bylaw 1.1(A) and 1.1(B).

4.2 Finance Committee:

- A. The Finance Committee shall be composed of the following members:
 - 1. One Undergraduate Student Member of the Board;
 - 2. One Graduate Student Member of the Board;
 - 3. Two Non-Student Members of the Board;
 - 4. At-large Members of the Board, if any, appointed by the Board; and
 - 5. The Executive Director, or his/her designee, without a vote.
- B. The responsibilities of the Finance Committee shall be as follows:

1. To review the Services and Enterprises Budget of the Association and budgets of the student governments and student media and report its recommendations regarding approval to the Board prior to the beginning of the budget year;
 2. To review and forward to the Board all other operating budgets of the Association and any mid-session revisions to the Services and Enterprises Budget as they are made available;
 3. To recommend to the Board the selection of an auditor to conduct the annual audit, to recommend to the Board an internal audit of any of the operations of the Association, to receive the report of the auditor and to review and forward to the Board the annual audit of the Association and any internal audit of any of its operations;
 4. To review and forward to the Board the periodic and annual financial statements of the Association;
 5. To review and forward to the Board any proposed, unbudgeted expenditure exceeding the amount of the Executive Director's delegated authority; and
 6. To consider and recommend action to the Board regarding other budgetary and financial matters of the Association, as may be referred to the Committee by the Executive Director or the Board.
- C. The term of the Finance Committee shall be 12 months, from August 1 until July 31 of the following year. The members of the Finance Committee shall serve until the end of their committee appointment, regardless of the expiration of their Board term, so long as they otherwise remain eligible in accordance with the ASUCLA Board of Directors Constitution and Bylaws.

4.3 Services Committee:

- A. The Services Committee shall be composed of the following members:
1. Two Undergraduate Student Members of the Board;
 2. Two Graduate Student Members of the Board;
 3. Two Non-Student Members of the Board;
 4. At-large Members of the Board, if any, appointed by the Board;
 5. The Executive Director, or his/her designate without a vote; and
 6. The Student Support Services/Business Analysis Director and/or the Student Union Director, or his/her designate without a vote.

B. The responsibilities of the Services Committee shall be:

1. To review and recommend to the Board the allocation of and policies for the use of facilities under the control of the Association, except facilities allocated by the Board to the Communications Board, Undergraduate Students Association, and Graduate Students Association;
2. To review and recommend to the Board the planning, development and construction of facilities under the control of the Association;
3. To oversee the development and implementation of, and revisions to, the Student Support Services/Student Union Division Development Plan;
4. To review and recommend to the Board new services and significant changes to continuing services which may be offered by the Association;
5. To review and recommend to the Board the termination of services offered by the Association;
6. To review the assessment of customer satisfaction with goods and services offered by the Association;
7. To review and recommend to the Board other services, as may be referred to the committee by the Chair of the Services Committee or the Board;
8. To implement and execute the ASUCLA Policy on Social Responsibility;
and
9. To implement and execute the ASUCLA Policy on Sustainability.

C. The term of the Services Committee shall be 12 months, from August 1 until July 31 of the following year. The members of the Services Committee shall serve until the end of their committee appointment, regardless of the expiration of their Board term, so long as they otherwise remain eligible in accordance with the ASUCLA Board of Directors Constitution and Bylaws.

4.4 Personnel Committee:

A. The Personnel Committee shall be composed of the following members:

1. An Undergraduate Student Member of the Board;
2. A Graduate Student Member of the Board; and
3. Two Non-Student Members of the Board.

B. The responsibilities of the Personnel Committee shall be:

1. To conduct the annual evaluation of the Executive Director;
 - a. The process used to evaluate the Executive Director shall be revised, if necessary, and be ratified by the Board prior to commencing the evaluation;
 - b. The evaluation process shall explicitly take into account any Executive Director performance goals adopted by the Board more than 9 months before the evaluation commences;
 - c. The completed evaluation shall result in a recommendation presented to the Board no later than the September Regular Meeting; and
 - d. A separate list of suggested performance goals for the following year shall be derived from the evaluation and be submitted by the Executive Director to the Board for discussion.
 2. To review and make recommendations on personnel issues referred to the committee by the Executive Director or by the Board;
 3. To review and approve bonus/incentive compensation policy; and
 4. With the Chairperson and Vice Chairperson of the Board, with the prior approval of the Board, and consistent with the results of prior Executive Director's evaluations, to negotiate any renewal and/or amendment to the Executive Director's contract.
- C. The term of the Personnel Committee shall be 12 months, from August 1 until July 31 of the following year. The members of the Personnel Committee shall serve until the end of their committee appointment, regardless of the expiration of their Board term, so long as they otherwise remain eligible in accordance with the ASUCLA Board of Directors Constitution and Bylaws.

4.5 Executive Committee:

- A. The Executive Committee shall be composed of the following members:
1. The Chairperson of the Board;
 2. The Vice Chairperson of the Board, who shall serve as the Committee Chair;
 3. The Secretary; and
 4. The Executive Director as an ex-officio member without vote.
- B. The responsibilities of the Executive Committee shall be:

1. To act in place of the Board as necessary between Regular and Special Meetings of the Board; provided, however, that the Executive Committee shall not:
 - a. Fill vacancies on the Board;
 - b. Amend or repeal the Constitution, these Bylaws, or adopt a new Constitution or Bylaws;
 - c. Amend, rescind, or make an exception to a Board Policy, or adopt a new Board Policy; or
 - d. Appoint any member to any Committee of the Board except temporary appointments to the Executive Committee subject to approval by the full Board at its next Regular Meeting. Such temporary appointments must be filled by a current member of the Board from the same constituency as the vacancy.
 2. To consult with the Executive Director upon his/her request.
- C. The term of the Executive Committee shall be 12 months, from August 1 until July 31 of the following year. The members of the Executive Committee shall serve until the end of their committee appointment, regardless of the expiration of their Board or Officer term, so long as they otherwise remain eligible in accordance with the ASUCLA Board of Directors Constitution and Bylaws.
1. In the event of a vacancy by the Chairperson of the Executive Committee, the new appointee chosen according to Bylaw 4.5(B) (1) (d) shall automatically be assigned the role of Vice Chairperson and the former Vice Chairperson shall assume the duties of the Chairperson.
- D. In accordance with Bylaw 2.1(D), the Executive Committee shall remain in force after the conclusion of a Board of Directors session, prior to the formal convening of the following Board of Directors session.
- E. Any decisions or actions taken by the Executive Committee shall be reported to the Board at its next Regular Meeting and are subject to Board approval. In the absence of any formal action, acceptance of the Executive Committee Report shall be construed as approval.
- F. The Executive Committee of the Associated Students UCLA Board of Directors shall also serve as the ASUCLA Board Nominating Committee.
1. The responsibilities of the Nominating Committee shall be as follows:

- a. To consult with the incoming and returning undergraduate, graduate, administrative, alumni and faculty representatives of the Board to hear recommendations for Board Officers, Standing Committee Members and Standing Committee Chairs;
 - b. To recommend Officers for the Board;
 - c. To recommend appointments for all other Board Standing Committees; and
 - d. To recommend Chairs of all other Board Standing Committees.
2. The Executive Committee shall commence service as the Nominating Committee on July 1 and conclude following the election of officers of the ASUCLA Board of Directors and the approval of appointments to Standing Committees.
- G. The Executive Committee of the Board of Directors of the Associated Students UCLA shall also serve as the ASUCLA Board Conduct Committee.
1. The responsibility of the Conduct Committee shall be the investigation of reports of any Board Member's misconduct, as specified in Bylaw 7. On finding of proper basis for further action, the Conduct Committee shall make recommendations to the Board for Censure or Removal from the Board.

4.6 Ad Hoc Committees:

- A. Ad Hoc Committees may be appointed by the Board with such powers and duties as the Board may determine, provided that no Ad Hoc Committee shall be created to act upon any matter within the responsibilities of a Standing Committee.
- B. An Ad Hoc Committee shall act only during the Session in which it is appointed, except that committees provided for in the "Policy Guideline" of the Board may be renewed annually by specific action of the Board.

4.7 Reservation of Powers:

- A. As to Committees, unless otherwise specifically delegated, authority to act on all matters is reserved to the Board, and the duty of each Committee shall be only to consider and to make recommendations to the Board upon matters referred to it.

BYLAW 5: RULES OF PROCEDURE

5.1 Rules of Procedure:

- A. The rules and definitions contained in Robert's Rules of Order Newly Revised, or its latest edition, shall govern the proceedings at and the conduct of the meetings of the Board in all cases which are not governed by these Bylaws.

BYLAW 6: AMENDMENTS

6.1 Procedure:

- A. These Bylaws may only be amended at any Regular Meeting of the Board by the affirmative vote of not less than two-thirds of the Membership of the Board entitled to vote on such an amendment, provided that notice of any proposed amendment, including a draft thereof, shall have been given at the Regular Meeting of the Board preceding the meeting at which such amendment is voted upon.

BYLAW 7: DISCIPLINARY PROCEDURES

7.1 Attendance Requirements:

- A. Members of the Board are required to attend all the meetings of the Board and the Standing Committee(s) or Ad Hoc Committee(s) of the Board to which they have been elected. If a Member of the Board has been partially absent (an absence of 30 minutes or more) or absent for a total of three Regular Meetings of the Board in a year or alternatively for two successive Regular Meetings of the Board or for three meetings of any Standing Committee or Ad Hoc Committee on which the Member serves, the Member will be deemed to have violated the attendance requirements and the matter will be referred to the Conduct Committee. For the purposes of Board attendance, the Orientation Retreat and the Mid-Year Retreat shall count as Regular Meetings.

7.2 Causes for Censure or Removal:

- A. Upon receiving a recommendation from the Conduct Committee, or at its own discretion, the Board may elect to censure or remove a Member under the following circumstances:
1. For failing to participate satisfactorily in the work of the Board or its committees when the Board so determines that such a failure is inexcusable and impedes the ability of the Board to conduct its business thoroughly and efficiently;
 2. For a breach of any of his/her fiduciary duties as a Member;

3. For breach of any of the duties and responsibilities of Board membership as specified in the Constitution and Bylaws of the Board;
4. For failing to meet the attendance requirements in Bylaw 7.1 without cause;
or
5. For breach of Executive Session confidentiality.

7.3 Voting in Censure or Removal Actions:

- A. A Member may be censured or removed by the affirmative vote of not less than two-thirds of the Members of the Board entitled to vote on such matters.

7.4 Disciplinary Procedures:

- A. All disciplinary actions shall be undertaken in Executive Session and shall be held in accordance with generally accepted standards of procedural fairness, including prior written notice of the complaint, an opportunity to be heard, and an opportunity to inquire of the complainant(s) and anyone addressing the Board relative to the complaints. If prior written notice has been given and a hearing has been placed on the agenda, the Board may take disciplinary action without the Member's presence or participation.
- B. Censure may be accompanied by a written warning addressed to the Member, notification of the Member's appointing authority, withholding of part or all of the Member's stipend, and/or suspension or discontinuation of the Member's ASUCLA employee discount purchasing privileges.
- C. The Board, by two-thirds majority, may immediately and temporarily suspend any member reasonably suspected of disclosure of confidential information from Executive Session and access to Executive Session notes in advance of any formal disciplinary action as specified in Bylaw 7.4(A).

7.5 Notification of Appointing Authority:

- A. The Executive Director to that Member's appointing authority therefore, shall report the result of disciplinary action taken with regard to a Member, and the reasons in confidence within ten working days of the action by the Board.

BYLAW 8: BOARD POLICIES

- A. Board Policies shall be attached to these Bylaws and have the force and effect of Bylaws. The Board only may adopt, amend, make an exception to, or rescind a Board Policy at any Regular Meeting by an affirmative vote of not less than six (6) voting members, provided that notice of the action, including a draft thereof, is given at the previous Regular Meeting.