

**ASSOCIATED STUDENTS UCLA
BOARD OF DIRECTORS**

CONSTITUTION

In order to maintain and further the financial well-being of Associated Students UCLA, to secure the highest degree of cooperation between the Regents of the University, the President, and the Associated Students, and to promote the general welfare of the student body and the University, this Constitution is hereby established.

SECTION I

The activities and affairs of the Associated Students of the University of California, Los Angeles shall be conducted, and all powers relating thereto shall be exercised, by or under the direction of the Board of Directors.

SECTION II

Budgets: All budgets shall be prepared under the direction of the Board of Directors and approved by it.

The budget for the Communications Board shall be prepared by the Communications Board.

The budget for the Undergraduate Students Association shall be prepared by the Undergraduate Students Association.

The budget for the Graduate Students Association shall be prepared by the Graduate Students Association.

The Board of Directors will review all budgets for fiscal soundness. Any budget declared by the Board to be fiscally unsound may not be implemented.

SECTION III

Funds: All funds of the Associated Students shall be held by the Board of Directors and shall be applied, expended, and discharged as the Board shall determine. Checks and drafts shall be signed by the Executive Director or his appointee or such alternates as may be designated by the Board. The property of this Association is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this Association shall inure to the benefit of any Director, Officer or Member thereof or to the benefit of any private persons. Upon the dissolution or

winding up of the Association, its assets remaining after payment, or provision for payment of all debts and liabilities of this Association shall vest in the Regents of the University of California, for purposes meeting the requirements for exemption under Section 214 of the California Revenue and Taxation Code, if said Regents are then in existence and exempt under Section 501(c) (3) of the Internal Revenue Code of 1954, as amended, or corresponding provisions of future revenue laws, but if not then in existence or exempt, then to another organization which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c) (3) of the Internal Revenue Code of 1954, as amended, or corresponding provisions of future revenue laws.

SECTION IV

The Executive Director shall be the chief executive officer of the Associated Students. He/she shall, in accordance with this Constitution, the Bylaws, Board Policies and Board resolutions, and subject to the direction of the Board of Directors, manage the operations of, hire and discharge subordinate employees of and advise the Board of Directors on all matters material to the governance of the Associated Students. Notwithstanding the foregoing, the Board of Directors reserves the following powers to itself:

- (1) Appointment of the auditor of the Associated Students.
- (2) Receipt of any report by the Internal Auditor of the Associated Students or The Regents of the University of California.
- (3) Commitment to an unbudgeted capital expenditure exceeding \$75,000 or an unbudgeted operating expenditure which may exceed \$75,000 during the term of the contract.
- (4) Approval of transactions with interested Members or officers of the Board or Board committee members.

The Board of Directors shall evaluate the Executive Director's performance at least annually.

SECTION V

Contracts: All contracts and other obligations shall be entered into in the name of the Associated Students, and shall be signed by their officers, thereunto duly authorized; but no contracts or other obligations shall be made or assumed until the same have received the approval of the Board of Directors. At its discretion, the Board of Directors may delegate to the Executive Director the execution of specified contracts or types of contracts.

SECTION VI

Board of Directors:

A. Composition of the Board: The Members of the Board shall be as follows:

1. The Regular Members shall be three Undergraduate Students, three Graduate Students, two Administration-Representatives, one Faculty member, and one Alumnus/a.
2. The Alternate Members shall be one Undergraduate Student, one Graduate Student, and one Alumnus/a.
3. The Executive Director of the Association shall be an ex-officio non-voting Member of the Board.

B. Manner of Selection:

1. The Executive Director of the Association shall be an ex-officio Member of the Board.
2. The undergraduate and graduate student Members shall be selected in accordance with the procedures established by the respective constitutive instruments of the Undergraduate Students Association and of the Graduate Students Association.
3. The Administration-Representatives shall be appointed by the Chancellor and serve at his/her pleasure.
4. The Faculty Member shall be appointed by the Academic Senate and serve at the pleasure of the Academic Senate.
5. The Alumni Members shall be appointed by the Alumni Association Board of Directors.
6. In addition, all Members shall satisfy the eligibility requirements set forth in the accompanying Bylaws.

C. Voting Membership:

1. Except as to the matter of voting, stipends, and holding the offices of Chairperson, Vice Chairperson, and Secretary of the Board, each Regular, Alternate and Ex-Officio Member of the Board shall have the same duties and responsibilities and shall enjoy the same rights and privileges as any other member.

2. In regard to voting, only Regular Members of the Board shall vote at meetings of the Board, except that in the absence of a Regular Member, the designated Alternate Member shall vote in his/her place.
3. At any meeting of the Board, Regular Members who are in attendance, together with each Alternate Member in attendance who is acting for a Regular Member who is absent, shall constitute the "Voting Membership of the Board."
4. With respect to voting matters pertaining to operation of units wherein alcoholic beverages are sold, or in matters pertaining to alcoholic beverage license(s), or in matters relating in any direct or indirect way to the sale of alcoholic beverages, only those members of the Board of Directors who have attained the age of 21 may vote. When an action is taken pertaining to any of the above matters, the Secretary must determine that those casting votes are in compliance with this requirement and so stipulate through the recording of a roll call vote. The record of such actions shall be aggregated separately in the minutes of the Board of Directors.

SECTION VII

Yearly Audit: The Association's books and records shall be audited annually by an independent Certified Public Accountant. The results of that audit shall be presented to the Board of Directors for its review and approval. Within forty-five days of acceptance by the Board of such audit, a summary shall be published in the UCLA Daily Bruin.

SECTION VIII

A. Constitutional Amendments:

This Constitution may only be amended at any Regular Meeting of the Board by the affirmative vote of no less than seven (7) Voting Members, provided that notice of any proposed amendment, including a draft thereof, shall have been given at the Regular Meeting of the Board next preceding the meeting at which such amendment is voted upon, and provided further, that such amendment shall be subject to approval by the Chancellor.

Any amendment to the Constitution is subject to the approval of the Chancellor before it can take effect. Amendments shall take effect immediately after approval by the Chancellor, except when there is attached to the motion to amend provisos modifying the time or manner in which the amendment of the Constitution is to take effect. Prior notice of any provisos to be attached to an amendment of a Constitutional provision is not required, and only a simple majority is required for their approval. Provisos attached to

an amendment of the Constitution must be voted on at the same time as the Constitutional amendment is to be considered.

B. Bylaws

This Constitution shall be accompanied by a set of Bylaws which shall be binding on official actions of the Board of Directors. Any conflicts between Bylaws and the Constitution shall be resolved in favor of the Constitution.

SECTION IX

Conflict of Interest. If any Member or officer of the Board, or any member of a committee of the board, proposes to deal with the Associated Students in other than a voluntary relationship, or proposes to engage with the Associated Students in a business activity of any nature as a result of which any such person may benefit financially, either directly or indirectly, he/she shall fully disclose to the Board of Directors all material terms of such activity and any such financial benefit prior to dealing with the Associated Students or engaging in such activity, and he/she shall refrain from any vote in which such issue is involved. All such "self-dealing transactions" shall be governed by the definitions, standards and procedures of the Board Policy on Self Dealing Transactions and Interested Members and Officers of the Board and Board Committee Members.