

**DONALD P. AND KATHERINE B. LOKER
UNIVERSITY STUDENT UNION, INCORPORATED
CSU, DOMINGUEZ HILLS**

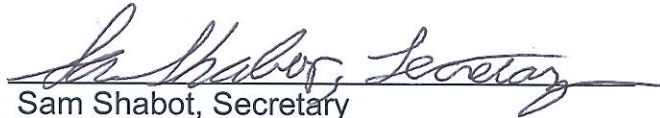
RESOLUTION TO AMEND BYLAWS

WHEREAS, The Bylaws of the Corporation were last amended in March 12, 2010; and

WHEREAS, the Corporation wishes to amend its Bylaws to reflect changes deemed necessary and appropriate;

BE IT RESOLVED, that pursuant to Article XVI, the Board of Directors hereby amends the Bylaws as indicated in the proposed revision attached hereto.

I hereby certify that the above Resolution was adopted by the Board of Directors of DONALD P. AND KATHERINE B. LOKER UNIVERSITY STUDENT UNION, INCORPORATED at a meeting held on December 7, 2012 at Los Angeles, California.


Sam Shabot, Secretary

12/07/12
Date

BYLAWS
OF THE
DONALD P. AND KATHERINE B. LOKER
UNIVERSITY STUDENT UNION, INCORPORATED

CALIFORNIA STATE UNIVERSITY, DOMINGUEZ HILLS

ARTICLE I
NAME

The name of this Corporation is THE DONALD P. AND KATHERINE B. LOKER UNIVERSITY STUDENT UNION, INC. (hereinafter referred to as the "Corporation" or "LSU").

ARTICLE II
PURPOSE

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

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
OFFICES

Section 1. Principal Office. The Corporation shall have and continuously maintain in the County of Los Angeles, State of California, a principal office for the transaction of the Corporation's business.

Section 2. Change of Address: The Board may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address will not be deemed an amendment of these Bylaws:

_____, California _____

Dated: _____

_____, California _____

Dated: _____

Section 3. Other Offices: The Corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the Board may, from time to time, designate.

ARTICLE V MEMBERSHIP

Section 1. Members. This Corporation shall have no members other than the persons constituting its Board of Directors. The persons constituting its Board of Directors shall, for the purpose of any statutory provision or rule of law relating to nonprofit Corporations otherwise, be taken to be the members of such Corporation and exercise all the rights and powers of members thereof.

Section 2. Distribution on Dissolution. Upon the liquidation, dissolution, winding up or abandonment of the Corporation, the assets remaining after the payment or provision for the payment of all debts and liabilities of the Corporation shall be distributed as specified in the Articles of Incorporation; provided, however, that any distributee must at the time of distribution satisfy the qualifications set forth in said Articles.

ARTICLE VI BOARD OF DIRECTORS

Section 1. Definition of Terms. For the purpose of these Bylaws, "Board of Directors" or "Board" refers to the Board of Directors of the Corporation, unless otherwise specifically indicated.

Section 2. General Powers. All the business and affairs of the Corporation shall be managed and controlled by the Board of Directors.

Section 3. Membership of the Board of Directors. The Board of Directors shall have the following members:

- (a) One (1) member elected by the Board of Directors from the division of Student Affairs' management.
- (b) One (1) Faculty member designated by the Academic Senate.
- (c) One (1) alumnus designated by the Alumni Association.
- (d) Two (2) student members, currently serving on the Associated Students, Inc. Senate, designated by the President of the Associated Students, Inc.
- (e) Four (4) members of the C.S.U.D.H. student body elected by the Board of Directors.
- (f) One (1) community member elected by the Board of Directors.
- (g) Ex-officio members:
 - (1) University President or designee.
 - (1) Vice President for Student Affairs or designee.
 - (1) President, Associated Students, Inc. or designee.

The ex-officio membership shall automatically expire at the time the person holding such membership ceases to hold the position which qualifies him or her therefor.

The following provisions of these Bylaws shall not be applicable to ex-officio members: Article VI, Section 5, Term of Office; and, Article VI, Section 6, Resignation and Removal.

Section 4. Additional Qualifications of Student Directors.

- (a) The authorized number of student directors shall be not less than seven (7) until changed by an amendment to these Bylaws.

(b) These seven (7) Directors shall have the following qualifications:

(1) Initial GPA and units earned: Undergraduate candidates for the Board of Directors must have earned no fewer than twelve (12) semester units of academic credit, taken at California State University, Dominguez Hills with a minimum grade point average of 2.5 during the twelve (12) months immediately preceding the term in which the filing of candidacy occurs.

(2) Post-baccalaureate candidates for the Board of Directors must have earned no fewer than six (6) semester units of post-baccalaureate academic credit, taken at California State University, Dominguez Hills with a minimum grade point average of 3.0 –during the twelve (12) months immediately preceding the term in which the filing of candidacy occurs.

(3) On-going GPA and units earned: While maintaining a minimum grade point average of 2.5, undergraduate student director incumbents must earn a minimum of six (6) academic credits each term while in office, excluding summer session.

(4) While maintaining a minimum grade point average of 3.0, post-baccalaureate student director incumbents must earn a minimum of three (3) post-baccalaureate academic credits each term while in office, excluding summer session.

(5) Exceptions: Incumbent student directors may petition for an exception to these requirements as long as the minimum GPA requirements for student participation as established by the CSU Chancellor's Office Guidelines for Student Involvement are met..

(6) No probation: Candidates and incumbent student directors may not be on either academic or disciplinary probation.

(7) Maximum units allowed: Undergraduate students who have earned a maximum of 150 semester academic credits, and post-baccalaureate students who have earned a maximum of 50 semester post-baccalaureate academic credits, are no longer eligible to serve as a student director.

(8) Associated Students, Inc. appointees: These requirements are in addition to and independent of any additional Associated Students, Inc. requirements for students appointed by Associated Students, Inc. to the Board.

Section 5. Term of Office of Directors.

(a) All Directors, other than those Directors holding office as ex-officio Directors pursuant to Section 3 of this Article VI and those exempted below, shall serve staggered terms of two (2) years commencing on July 1 of the year in which they are elected or appointed, and ending on June 30 of the second year of their election or appointment, or until their successors are qualified and take office. Student Directors appointed by Associated Students, Inc., as identified in this Article VI, Section 3(d), shall serve a term of one (1) year, commencing on the date of their appointment by the ASI President, and ending on the last day of the fiscal year for which they are appointed. If, during his or her term of office, a Student Director appointed by the ASI President becomes ineligible under the eligibility guidelines identified in this Article VI, Section 4, or under the eligibility guidelines established by Associated Students, Inc., the ASI President may appoint another ASI representative to complete the term of office as outlined above.

(b) To establish staggered terms of office:

(1) Four members will be appointed in even numbered years, and four in odd numbered years. The member designated by the Alumni Association,(Section 3 (c)), the member elected by Student Affairs Management (Section 3 (a)), and two student directors (Section 3 (d)), shall be elected in even years at the Corporation's annual meeting.

(2) The faculty member designated by the Academic Senate (Section 3 (b)), the other two student directors (Section 3 (d)), and the community member (Section 3 (f)), shall be elected in odd years at the Corporation's annual meeting.

(3) All Board member appointed pursuant to this section shall take office on July 1 of the year they are appointed.

Section 6. Responsibilities and Expectations, Resignation and Removal.

Any elected Director may resign from the Board at any time by giving written notice to the Board Chair or the Secretary of the Corporation and, unless otherwise specified therein, such resignation will be effective immediately. Directors, other than ex-officio Directors, may be removed from office for cause, including but not limited to failure to fulfill the responsibilities as outlined in the "Board of Directors Responsibilities and Expectations Statement," which appears as Appendix A to these Bylaws, by majority vote of the Board of Directors at any annual, regular or special meeting of the Board at which a quorum is present, provided the proposed action has been posted seven (7) days prior to the meeting.

Section 7. Vacancies. Vacancies occurring in any elected or appointed position on the Board of Directors shall be filled in the same manner as the prior Director was elected or appointed.

Section 8. Compensation of Directors. No Director shall receive any salary or other similar compensation for any services as a Director; with the exception of the four student members of the CSUDH student body elected by the Board of Directors (Section 3 (e)). These four students may receive educational assistance and possible academic credit through their work with the Board. The Board of Directors may also authorize in advance the reimbursement of actual and necessary expenses incurred by individual Directors performing duties as Directors or when the Director serves the Corporation in any other capacity.

Section 9. Duties. In addition to the general powers set forth in Article III of these Bylaws, and subject to the same limitations, it shall be the duty of the Directors to:

- (a) Meet at such times and places as required by these Bylaws; and
- (b) Register their addresses, e-mail addresses and telephone numbers with the Secretary of the Corporation, and notices mailed or e-mailed to them at such addresses shall be valid notices thereof.

Section 10. Restriction Regarding Interested Directors. Notwithstanding any other provision of these bylaws, not more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. For purposes of this Section, "interested persons" means either:

- (a) Any person currently being compensated by the Corporation for services rendered it within the previous twelve (12) months, whether as full or part time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; or
- (b) Any brother, sister, ancestor, descendent, spouse, brother-in-law, sister-in-law, daughter-in-law, son-in-law, mother-in-law, or father-in-law, or comparable step-relation of any such person.

However, any violation of this section shall not affect the validity or enforceability of any transaction entered into by the Corporation.

Section 11. Non-Liability of Directors. Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

Section 12. Standing Advisors. Standing Advisors to the Board shall be designated by a resolution. Standing Advisors attend and participate in Board meetings under practices established by the Board. The Board of Directors shall have the following Standing Advisors:

- (a) One (1) University Chief Fiscal Officer or designee.
- (b) One (1) University Director of Facilities Planning or designee.
- (c) One (1) University Director, Disabled Student Services or designee.
- (d) One (1) Associate Vice President, Student Life/Dean of Students or designee.

The Standing Advisor designations shall automatically expire at the time the person holding such membership ceases to hold the position which qualifies him or her therefor.

ARTICLE VII **MEETINGS OF THE BOARD OF DIRECTORS**

Section 1. Conduct of Meetings. All meetings of the Board of Directors shall be open to the public and shall comply with the requirements set forth in Title 3, Part 55, Chapter 7, Article 2 (section 89920 et seq.) of the Education Code. The Board of Directors may adopt its own rules of procedure insofar as such rules are not inconsistent with, or in conflict with, these Bylaws, the Articles of Incorporation of the Corporation or with the law.

Section 2. Place of Meeting. All meetings of the Board of Directors shall be held at the office of the Corporation or at such other place as may be designed for that purpose from time to time by the Board.

Section 3. Annual Meeting. A regular annual meeting of the Board of Directors shall be held in June of each year. Such meeting shall be held at the principal office of the Corporation or at such other time and place as the Board of Directors may from time to time designate. Such meeting shall be for the purpose of electing officers of the Corporation and for the transaction of such other business as may come before the meeting.

Section 4. Regular Meetings. Regular meetings of the Board of Directors shall be held no less than quarterly upon notice in accordance with Section 6 of this Article VII.

Section 5. Special Meetings. Special meetings of Directors may be called by, or at the direction of, the Board Chair or by one-third of the voting Directors then in office, to be held at such time and place as shall be designated in the notice of meeting.

Section 6. Notice to Directors. Notice of the time and place of any meeting of the Board of Directors other than the annual meeting shall be given at least seven (7) days previous thereto by written notice delivered personally or sent by mail or email to each Director at his or her address as shown on the records of the Corporation. If mailed, such notice shall be deemed to be delivered the next day during which regular mail deliveries are made after the day such notice is deposited in the United States Postal Service in a sealed envelope so addressed, with postage thereon prepaid. Notices sent to Directors e-mail address are considered to be delivered 24 hours after being sent, and record of the date sent, e-mail addresses sent to and any attachments thereto shall be maintained in the Corporation's records. Neither the business to be transacted, nor the purpose of any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting unless required by statute.

Section 7. Quorum and Manner of Acting. Seven (7) of the Directors authorized in these Bylaws, including no fewer than three (3) student Directors (at least one of whom must be an Associated Students Representative) and no fewer than one (1) Director who is a University employee, shall constitute a quorum of the Board of Directors for the transaction of business, except to adjourn as provided in Section 14 of this Article VII.

Section 8. Meetings by Telephone: Any meeting may be held by conference telephone or similar communications equipment, as long as all Directors participating in the meeting can hear one another, and any members of the public in attendance can hear all of the Directors. All such Directors shall be deemed to be present in person at such meetings.

Section 9. Voting by Proxy. No voting by proxy shall be allowed.

Section 10. Closed Sessions. The Board or its committees may hold closed session to consider matters relating to litigation, collective bargaining, or the appointment, employment, evaluation of performance, or dismissal of an employee, or to hear complaints or charges brought against an employee by another person or employee, unless the employee requests a public hearing. For purposes of this section only, "employee" does not include any person elected or appointed to an office. The Board or its committees may also hold a closed session to discuss investments where a public discussion could have a negative impact on the auxiliary organization's financial situation. However, in such case a final decision shall only be made during public session of the Board.

Section 11. 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 a 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 12. Transaction of Business After Loss of Quorum. The Directors present at a duly called and held meeting at which a 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 this Corporation.

Section 13. Waiver of Notice. Notice of a meeting need not be given to any Director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any Director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

Section 14. Adjournment of Meetings. A quorum of the Directors may adjourn any Board meeting to meet again at a stated day and hour; provided, however, that in the absence of a quorum, a majority of the Directors present at any Board meeting, either regular or special, may adjourn from time to time until the time fixed by the next regular meeting of the Board of Directors. Notice of the time or place of an adjourned meeting shall be given to any absent Director prior to the time of the adjourned meeting, if the meeting is adjourned for more than 24 hours.

Section 15. Roberts' Rules of Order. Meetings shall be governed by Roberts' Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this Corporation, or with provisions of law.

Section 16. Minutes of Meetings. Regular minutes shall be completed in a timely manner following the conclusion of each meeting. The proceedings of the Board of Directors shall be kept in a book provided for that purpose. Meetings of the Board shall be presided over by the Chair, or in his or 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. The Secretary of the Corporation or his or her designee shall act as secretary of all meetings of the Board, provided that, in his or her absence and the absence of his or her designee, the presiding officer shall appoint another person to act as Secretary of the meeting.

ARTICLE VIII
OFFICERS

Section 1. Officers. The Officers of the Corporation shall be a Chair, a Vice Chair, a Secretary and a Treasurer. The Corporation, at the discretion of the Board of Directors, may have additional officers. All officers shall be selected from among the Directors, except the Treasurer who shall be the Executive Director of the Loker Student Union. A person may hold not more than one office.

Section 2. Subordinate Officers. The Board may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board and shall serve at the pleasure of the Board.

Section 3. Election and Terms of Office. Except for the office of Treasurer, the officers of the Corporation shall be elected annually by the Board of Directors at its annual meeting as provided in Article VII, Section 2. Officers elected at the annual meeting will officially take office with the beginning of the fiscal year, July 1, and ending at the completion of the fiscal year, June 30 or as soon thereafter as their successors are qualified and take office. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may conveniently be scheduled. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors.

Section 4. Removal and Resignation. Any officer elected by the Board of Directors may be removed by a meeting of the Board of Directors at which a quorum is present whenever, in their judgment, the best interests of the Corporation would be served thereby. Any officer may resign at any time by giving written notice to the Chair or the Secretary of the Corporation and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

Section 5. Vacancies. A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term. Vacancies shall be filled at the first meeting following the vacancy.

Section 6. Chair. The Chair shall be elected from among the four (4) student-at-large Directors of the Corporation and shall be Chairperson of and preside at all meetings of the Board of Directors. The Chair shall be an ex-officio member of all committees which may be from time to time elected or appointed. The Chair may sign, with the Secretary, any deeds, mortgages, bonds, contracts, 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 or 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.

Section 7. Vice Chair. In the absence of the Chair the Vice Chair shall perform the duties of the Chair. The Vice Chair shall be elected from among the four (4) student-at-large Directors of the Corporation. The Vice Chair shall serve as the Communications Liaison between the LSU Administrative Office and the Board of Directors. The Vice Chair will also handle other duties as assigned by the Chairperson or the Board.

Section 8. Secretary. The Secretary shall perform or cause to be performed the following duties:

- (a) Certify and keep at the principal office of the Corporation a copy of the Articles of Incorporation and Bylaws as amended or otherwise altered to date:
- (b) Keep at the principal office of the Corporation or at such other place as the Board may determine, a book of minutes of all meetings of the Directors, and, if applicable, meetings of committees of Directors, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

- (c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- (d) Be custodian of the records and of the seal of the Corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the Corporation under its seal is authorized by law or these Bylaws.
- (e) Keep at the principal office of the Corporation a membership book containing the name and address of each and any Director, and, in the case where any Directorship has been terminated, he or she shall record such fact in the membership book together with the date on which such Directorship ceased.
- (f) Exhibit at all reasonable times to any Director of the Corporation, or to his or her agent or attorney, on request therefor, the Bylaws, the membership book, and the minutes of the proceedings of the Directors of the Corporation.
- (g) In general, perform all duties incident to the office of Secretary and such duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Section 9. Treasurer. The Executive Director of the Loker Student Union, shall serve as Treasurer and shall perform or cause to be performed the following duties:

- (a) Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
- (b) Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever.
- (c) Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
- (d) Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- (e) Exhibit at all reasonable times the books of account and financial records to any Director of the Corporation, or to his or her agent or attorney, on request therefor.
- (f) Render to the Chair and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation.
- (g) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- (h) If required by the Board, the Treasurer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to the Corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Treasurer on his or her death, resignation, retirement, or removal from office.
- (i) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

ARTICLE IX
COMMITTEES

Section 1. Standing Committees. The Board may appoint one or more committees, each consisting of two or more directors, and delegate to such committees any of the authority of the Board except with respect to:

- (a) The filling of vacancies on the Board or in any committee;
- (b) The amendment or repeal of Bylaws or the adoption of any new Bylaws;
- (c) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (d) The appointment of other committees of the Board or the members thereof; or
- (e) The approval of any self-dealing transaction, as such transactions are defined in Section 5233(a) of the California Nonprofit Public Benefit Corporations law, except as permitted in accordance with said Section 5233.

Any such committee must be created, and the members thereof appointed, by resolution adopted by a majority of the Directors then in office, provided a quorum is present. Any such committee may be designated a Standing Committee or by such other name as the Board shall specify. Standing committees shall be chaired by a Board member designated by the Board and each committee may designate one or more Standing Advisors to serve on the committee, with notice in writing to the Board Chair. No member shall chair more than one standing committee at a time. The Board may appoint, in the same manner, alternate members of any committee who may replace any absent member at any meeting of the committee. The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Minutes shall be kept of each meeting of each committee. When acting as a sub-board (with delegated authority from the Board of Directors), a committee shall conduct public meetings and shall comply with the requirements set forth in Title 3, Part 55, Chapter 7, Article 2 (section 89920 et seq.) of the Education Code.

The Standing Committees of the Board of Directors will be:

- (1) The Executive Committee – The Committee is comprised of the Chair, Vice Chair, and Secretary. The Executive Director, Loker Student Union, Inc. shall serve as advisor to the Committee. The Executive Committee shall establish the agenda for meetings, coordinate the activities of the committees of the Board, and act on behalf of the Board when previously authorized by two-thirds (2/3) vote of those members present at the meeting at which the request for authorization is agendaized and acted upon. In the event that the Executive Committee cannot meet, the Chair in consultation with the Executive Director, Loker Student Union, Inc. shall determine the Board meeting agendas.
- (2) Audit Committee. The Audit Committee is established in compliance with the Nonprofit Integrity Act (Act). The Committee is comprised of the Community Representative, the Chief Fiscal Officer Advisor, and the AVP Student Life/Dean of Students Advisor. The Committee is responsible for assuring compliance with the Act, including but not limited to conferring with the auditors to satisfy committee members that the financial affairs of the Corporation are in order; reviewing and determining whether to accept the audit; assuring that any non-audit services performed by the auditing firm conform with the standards for auditor independence set forth in the latest revision of the Government Auditing Standards issued by the Comptroller General of the United States; and approving performance of non-audit services by the auditing firm. The Executive Director, Loker Student Union, Inc., shall work closely with the committee to recommend to the Board of Directors the retention and termination of independent auditors, and to negotiate the independent auditors' compensation.

Section 2. Advisory Committees. The Corporation shall have such other committees as may from time to time be designated by resolution of the Board. Such other committees may consist of persons who are not also members of the Board; such members will be appointed by the Advisory Committees. These additional committees shall not have power to act on behalf of the Board, shall act in an advisory capacity only to the Board, and shall be clearly titled as "advisory" committees.

- (1) Finance Committee – The Committee is comprised of at least one student Director and the Chief Fiscal Officer Advisor. The Finance Committee shall work closely with the Executive Director, Loker Student Union, Inc. to develop the annual budget, consider mid-term changes as needed, and review fiscal policy.
- (2) Personnel Committee – made up of at least one student Director and the AVP Student Life/Dean of Students Advisor. The Personnel Committee shall work closely with the Executive Director, Loker Student Union, Inc. to fill vacant positions on the Board of Directors, to review recommended changes in personnel policies or structure, review employee compensation process, and to conduct the annual evaluation of the Executive Director.
- (3) Facility Use Committee – made up of at least one student Director and the Disabled Student Services Director and Facilities Planning Director Advisors. The Facility Use Committee shall work closely with the Executive Director, Loker Student Union, Inc. to determine how to best utilize the available space within the Union. As appropriate, may be involved in discussions surrounding sublease development and/or renewal.

ARTICLE X **INDEMNIFICATION**

Section 1. Right of Indemnity. To the fullest extent permitted by law, this Corporation shall indemnify its Directors, officers, employees, and other persons described in Section 5238(a) of the California Corporations Code or any successor statute thereto, 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 this Bylaw, shall have the same meaning as in Section 5238(a) of the California Corporations Code, or any successor statute thereto.

Section 2. Approval of Indemnity. On written request to the Board by any person seeking indemnification under Section 5238(b) or 5238(c) of the California Corporations Code or any successor statutes thereto, the Board shall promptly determine under Section 5238(e) of the California Corporations Code, or any successor statute thereto, whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to that proceeding, the determination shall be made by the court pursuant to Section 5238(e)(3) of the California Corporations Code, or any successor statute thereto.

Section 3. Advance of Expenses. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under this Article in defending any proceeding covered by this Article 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 full extent permitted by law on behalf of its officers, Directors, employees, and other agents, against any liability asserted against or incurred by any officer, Director, employee, or agent in such capacity or arising out of the officer's, Director's, employee's, or agent's status as such.

ARTICLE XI
CONTRACTS, LOANS, CHECKS, DEPOSITS AND GIFTS

Section 1. Contracts. The Board of Directors may authorize any officer or agent of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Borrowing. No loan shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.

Section 3. Checks, Drafts, Etc. All checks, drafts, or other orders for payment of money, and all notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as, from time to time, shall be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other approved depositories as the Board of Directors may select.

Section 5. Gifts. The Board of Directors may at their discretion accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any specific purpose of the Corporation. Acceptance of such gifts shall be received in a manner congruent with the "University/Gift Acceptance Policies and Procedures" as stated in PM 08-03.

Section 6. Investments. Funds of the Corporation not needed for the immediate use of the Corporation shall be invested in time deposits, savings accounts, or securities, upon approval of the Board; provided, however, that funds shall only be invested in bonds, securities, or accounts approved as legal instruments for trust funds and guardianships in the State of California.

ARTICLE XII
DELEGATION OF AUTHORITY

There shall be a Loker Student Union Executive Director who shall be appointed by the President of the University upon the recommendation of the Chief Student Affairs Officer. The Executive Director in this position is administratively responsible to the Chief Student Affairs Officer for all services, programs, and fiscal matters pertaining to the Student Union. The Executive Director is responsible for the development and operation of the Student Union. Specifically, he/she has responsibility for educational, social and recreational programs; commercial activities; the information desk; scheduling and reservations; building maintenance; office operations; accounting and financing; personnel; security; publicity and public relations; and all other matters related to the Student Union operations.

The Executive Director has full responsibility for the financial operations of and for maintaining the financial procedures of the Student Union in accordance with University and Chancellor's Office procedures. The Executive Director is the designated appointee of the LSU Board of Directors for purposes of payment request submission. In the absence of the LSU Executive Director and when so indicated by the LSU Executive Director, the LSU Executive Director's staff designee will serve as the appointee for purposes of delegated responsibilities and payment request submission.

The LSU Executive Director has the responsibility of implementing those policies and procedures established by the Board.

ARTICLE XIII
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 XIV
CORPORATE RECORDS AND REPORTS.

Section 1. Maintenance of Corporate Records. The Corporation shall keep at its principal office in the State of California:

- (a) Minutes of all meetings of Directors and committees of the Board, 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
- (b) 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. Corporate Seal. The Board of Directors may adopt, use, and at will, alter a corporate seal. Such seal shall be kept at the principal office of the Corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 3. Directors' Inspection Rights. Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation.

Section 4. Right to Copy and Make Extracts. Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

Section 5. Annual Report. The Board shall cause an annual report to be furnished not later than one hundred and twenty (120) 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:

- (a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year;
- (e) Any information required by Section 6 of this Article XIV.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

Section 6. Annual Statement of Specific Transactions. This Corporation shall mail or deliver to all Directors a statement within one hundred and twenty (120) days after the close of the fiscal year which briefly describes the amount and circumstances of any indemnification or transaction of the following kind:

- (a) Any transaction in which the Corporation, or its parent or its subsidiary, was a party, and in which either of the following had a direct or indirect material financial interest:
 - (1) Any Director or officer of the Corporation, or its parent or subsidiary (a mere common Directorship shall not be considered a material financial interest); or
 - (2) Any holder of more than ten percent (10%) of the voting power of the Corporation, its parent or its subsidiary.

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than FIFTY THOUSAND DOLLARS (\$50,000) or which was one of a number of transactions with the same persons involving, in the aggregate, more than FIFTY THOUSAND DOLLARS (\$50,000).

Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the Corporation, the nature of such person's interest in the transaction and, where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

Section 7. Provision of Annual Report Upon Request. Any written material used to solicit contributions shall include a statement to the effect that a copy of the Corporation's latest annual report shall be mailed upon request and that such request may be sent to the Corporation at a name and address to be set forth in the solicitation material.

ARTICLE XV **MISCELLANEOUS**

Section 1. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June in each year unless otherwise determined by resolution of the Board of Directors.

Section 2. Rules. The Board of Directors may adopt, amend, or repeal rules not inconsistent with these Bylaws for the management of the internal affairs of the Corporation and the governance of its officers, agents, committees, and employees.

Section 3. Loans to Officers and Directors Prohibited. No loans shall be made by the Corporation to its Officers or Directors.

Section 4. Conflict of Interest.

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

- (a) Directors, individually or in association with another entity, shall have no financial interest in or contract with the Loker Student Union.
- (b) 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 afterwards.

- (c) Each Director 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.
- (d) No Director shall be financially interested in any contract or other transaction entered into by the Corporation in violation of the California Education Code.

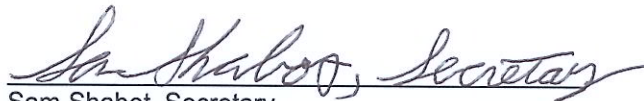
Section 5. Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

ARTICLE XVI
AMENDMENT TO ARTICLES AND BYLAWS

Subject to any provisions of law applicable to the amendment of articles of incorporation or bylaws of a public benefit Corporation, the Articles of Incorporation or Bylaws of the Corporation may be amended at any regular meeting of the Board at which a quorum is present, by a majority of the total number of Directors then in office, provided the amendments were submitted in writing at the previous regular meeting of the Board.

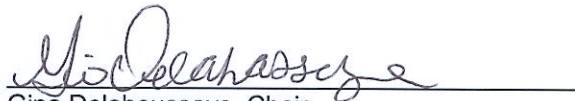
CERTIFICATION

THIS IS TO CERTIFY that the foregoing Bylaws of the DONALD P. AND KATHERINE B. LOKER UNIVERSITY STUDENT UNION, INC. have been duly adopted by the Board of Directors of said Corporation at a meeting of said Board held on December 7, 2012.



Sam Shabot, Secretary
Board of Directors

IN WITNESS WHEREOF, the undersigned, duly elected Chair of said Corporation, has signed this Certificate hereon this 7th day of December, 2012.



Gina Delahoussaye, Chair
Board of Directors