

**BYLAWS**  
**of the**  
**San Diego State University**  
**Faculty-Staff-Club Inc.**

(As amended to February 15, 1985; December 9, 1993; and  
February 3, 2003; May 15, 2017; May 14, 2018)

**Article I**

**Nature of Corporation**

- 1.1 Name: The name of this corporation shall be San Diego State University Faculty-Staff Club Inc. (hereinafter "Club" or "Association").
- 1.2 Location: The principal place of business of this Association shall be on the campus of San Diego State University in the City of San Diego, County of San Diego, State of California.

**Article II**

**Purposes**

- 2.1 The specific and primary purposes of this nonprofit Association, as established by the Articles of Incorporation, shall be to further the instructional, research, and service objectives of San Diego State University (hereinafter "the University") by securing and operating facilities that shall enable members of the faculty, staff, and administration to meet regularly, both formally and informally, and thus to provide for the interchange of ideas and information necessary to the achievement of the University's goals.
- 2.2 No part of the net earnings of this Association shall inure to the benefit of any member or individual, and no substantial part of the activities of the Association shall consist of carrying on propaganda or otherwise attempting to influence legislation.

**Article III**

### **General Information**

- 3.1 Power: The business of the Association shall be managed and controlled by a Board of Directors (also hereinafter the "Board").
- 3.2 Fiscal year: The fiscal year of the Association shall begin on July 1 and end on June 30 of each year.
- 3.3 Annual Audit: The San Diego State University Foundation shall act as the fiscal and contracting officer of the Association. As such, the business records of the Association shall be subject to an annual audit in accordance with generally accepted auditing standards.
- 3.4 The Club shall maintain continuous membership to the Association of College and University Clubs.

### **Article IV**

#### **Board of Directors**

- 4.1 Power: The business of the Association shall be managed and controlled by the Board. The powers and duties of the Board shall be:
  - 4.11 To prescribe such duties for the Officers consistent with law, the Articles of Incorporation and these Bylaws; to appoint and remove agents and employees of the Association and to prescribe their duties; and to fix the compensation of officers, agents, and employees of the Association and to require from them security for faithful service.
  - 4.12 To conduct, manage, and control the affairs and business of the Association and to make such regulations therefor consistent with law, the Articles of Incorporation, and these Bylaws.
  - 4.13 To appoint committees and, subject to the provisions of law, to delegate powers thereto.
  - 4.14 To do whatever may pertain to the office of the director of a nonprofit corporation and to exercise all the powers and perform all the acts which the Association can legally exercise and perform, subject to the

provisions of law, the Articles of Incorporation, and these Bylaws.

4.15 Membership dues and facility use charges shall be determined by the board.

4.2 Election of Directors, Terms of Office, Vacancies

4.21 The Board shall comprise of 10 members.

4.22 Nine voting members of the Board shall be elected by and from among the Active and Life Members for terms of three years, and their election shall be arranged so that their terms of office overlap.

4.23 In addition to Life Members elected above, one voting member shall be a Life Member elected or appointed by the San Diego State University Retirement Association. The term shall be one year.

4.24 The Club Manager and one representative of Aztec Shops Ltd. shall be nonvoting consultants to the Board.

4.3 At its first meeting of the calendar year, the Board of Directors shall elect from its members the following officers, who shall act as officers of the Association.

4.31 A President, who shall be elected for a term of two years.

4.32 A Vice President who shall be elected for a term of one year.

4.33 A Secretary, who shall be elected for a term of one year.

4.34 A Treasurer, who shall be elected for a term of two years.

4.35 Officers elected for two-year terms shall serve contingent upon continuing as Board members.

4.4 In the event of a vacancy among the members of the Board, the remaining board members shall elect an Active or Life Member to complete the unexpired term until the next annual election when the Active and Life Members shall elect an eligible member to complete the unexpired term.

4.5 The Board shall appoint an Election Committee consisting of at least two members of the Board. This committee shall receive written nominations for members of the Board signed by at least five Active Members. Lacking two

nominations for each vacancy, the Election Committee may complete the nominations to provide one or two candidates for each vacancy. The Committee shall determine that each nominee has agreed to serve if elected. The persons receiving the highest numbers of votes cast for the vacancies shall be elected. Election to the Board shall be by ballot. Ballots shall be sent out at least one week after the Annual Meeting and returned within two weeks after the Annual Meeting.

- 4.6 Compensation: The members of the Board shall not be compensated for their services.

## **Article V**

### **Officers**

- 5.1 Designation of Officers: The Officers of the Association shall be the President, the Vice President, the Treasurer, the Secretary, and such subordinate officers as the Board of Directors may determine.
- 5.2 President: The President shall be the principal officer of the Association. The President shall preside at the meetings of the Board and of the members. The President shall have general supervision and control over the activities of the Association and shall execute and administer the policies of the Association.
- 5.3 Vice President: In the absence of the President, the Vice President shall perform all the duties and have the powers of the President. The Vice President shall have additional powers and duties assigned or delegated by the Board.
- 5.4 Secretary: The Secretary shall keep an adequate and accurate record of all meetings of the members and the Board of Directors and shall have custody of all books and papers of the Association. The Secretary shall give or cause to be given notice of all meetings of the members and the Board and all other notices required by law or these Bylaws. The Secretary shall have additional duties and powers assigned or delegated by the Board.
- 5.5 Treasurer: The Treasurer shall have charge of and be responsible for all funds and securities, receipts and disbursements of the Association except as otherwise

provided in these Bylaws. The Treasurer shall render to the President and to the Board such reports and accounts of the financial condition of the Association as they may require. The Treasurer shall perform the duties ordinarily incident to the office of the Treasurer of a nonprofit corporation and such other duties as may be assigned or delegated by the Board.

5.6 Subordinate Officers: The Board may appoint subordinate officers. Each subordinate officer shall have authority and perform duties for the term prescribed by the Board.

5.7 Removal, Vacancies

5.71 At a regular or special meeting of the Board, the Board may with cause remove an officer from office, or the Board may remove or authorize an officer to remove a subordinate officer with or without cause.

5.72 At a regular or special meeting of the Board, the Board may fill vacancies occurring in an office for the unexpired portion of the term, subject to the provisions of Article IV, section 4.4, of these Bylaws.

## **Article VI**

### **Membership**

6.1 Membership in the Association shall be available to all faculty, staff, and administrators employed at the University or its Auxiliaries upon application or upon meeting the criteria herein. Membership in the Association shall consist of four categories: Active Members; Life Members; Honorary Members; and Affiliate Members.

6.11 Active Members: Faculty, staff, and administrators employed at the University who have paid the initial membership fee and currently pay monthly dues.

6.12 Life Members: Faculty, staff, and administrators who have retired from the University and have been Active Members in good standing for the prior 24 consecutive months, or the surviving spouses of Active Members or Life Members.

- 6.13 Honorary Members: Faculty, staff, and administrators who have retired from the University not as Active Members, and others, all subject to election by the Board of Directors
- 6.14 Affiliate Members: Organizations closely allied to the purposes of the University who have submitted a written request to the Board of Directors. Affiliate membership shall not include individual privileges to members of the organizations.
- 6.2 Club Colleagues: Post-Doctoral scholars, Ph.D. students, and visiting academic faculty who have submitted a written request to the Board of Directors, subject to election by the Board of Directors, who have paid the initial membership fee, and currently pay monthly dues. Club Colleagues shall include no Active or Life member privileges except dining at the member rate.
- 6.3 Application and Election to Membership: Forms for application to membership shall be available from the Association and may be submitted at any time. Active Members shall be admitted to membership promptly upon proper application, identification of eligibility, payment of the initial membership fee, and enrollment in the SDSU payroll deduction program, or semi-annual payment plan, for the payment of monthly dues. Life Members shall be admitted upon meeting the criteria specified herein. Honorary Members shall be elected to membership by a majority vote of the Board of Directors. Affiliate Members shall be admitted to membership upon proper application, approval by a majority vote of the Board, payment of the initial registration fee, and enrollment in the program for the payment of semiannual dues.
- 6.4 Dues and Charges:
  - 6.41 The Board determines the Active Members may elect to have their dues deducted from their SDSU paychecks. Active Members not having their dues deducted automatically and Affiliate Members shall be billed semiannually with payment due upon receipt of billing.
  - 6.42 Active Members who retire shall inform the Club Manager by written notification to transfer to Life Membership. Members participating in the SDSU payroll deduction

program for the payment of monthly dues are solely responsible for terminating the payroll deduction program upon transferring to Life Membership (6.53, 6.7).

#### 6.5 Terms and Conditions of Membership.

6.51 Memberships shall be continuous. A temporary discontinuation of dues may be arranged through the Club Manager for not more than six months, subject to Board approval.

6.52 The Board may declare a membership forfeited because of a member's failure to (a) maintain eligibility for membership, (b) meet financial obligations to the Association with reasonable promptness, or (c) use the Association's facilities with impropriety. When changes are made in the requirements or criteria for membership, incumbent members shall not be terminated on the basis of the new requirements.

6.53 Members participating in the SDSU payroll deduction program for the payment of monthly dues are solely responsible for terminating the payroll deduction program upon cancelling membership, retirement (change from Active to Life Member), or separation from the SDSU.

6.6 Privileges: The privileges of membership shall include: the purchase of food and beverages at discount; committee membership; use of Club facilities (subject to Board policy), and; for Active Members and Life Members, voting rights and membership on the Board of Directors and membership privileges at participating institutions of the Association of College and University Clubs.

6.7 Resignation of Membership: By written notification to the Club Manager, a member may resign at any time. The membership card shall be returned with the letter of intent. All financial obligations shall be cleared before termination. There shall be no prorated dues upon resignation. There shall be no refunds for overpayments through the payroll deduction program (Section 6.53).

6.8 Guests: Members may bring family, friends, or other guests not eligible for membership as frequently as desired. Guests are not eligible for Member rates.

### **Article VII**

## Meetings of Members

### 7.1 Annual Meetings

- 7.11 An annual meeting of the members of the Association shall be held in November on a date determined by the Board of Directors and designated in the notice either of the annual meeting, or of the ballot to elect members of the Board of Directors, or to transact other proper business.
- 7.12 Unless otherwise determined by the Board of Directors, or unless otherwise requested in writing by at least 10% of the members of the Association, the annual meeting shall be conducted by submitting a ballot to all Active and Life Members of the Association, and by obtaining a vote upon the matters to be acted upon. These matters shall be approved by a simple majority of the valid ballots cast. An annual meeting held otherwise than by ballot shall be held at the Faculty-Staff Club or elsewhere within the County of San Diego as determined by the Board of Directors and designated in the notice of the meeting.
- 7.13 At such meeting, reports of the affairs of the Association and other business within the powers of the members may be considered and acted upon.

### 7.2 Special Meetings

- 7.21 Special meetings of the members may be called by the President of the Association or by the Board of Directors and shall be called by the President or Secretary of the Association at the request of at least 10% of the Active or Life Members. A special meeting may be held by ballots as provided in the case of annual meetings; or if determined by the President or the Board of Directors or the Members at whose request the meeting is called, it may be held in the attendance of the members in person or by proxy.
- 7.22 If the special meeting is conducted otherwise than by ballots, meeting may be held at any place within the County of San Diego designated by the President or the Board of Directors or the Members at whose request the meeting is called. Written notice of special meetings shall be given by the



Secretary to Active and Life Members. The notice shall specify the place, day, and hour of the meeting and the general nature of the business to be transacted and shall be sent to each Active and Life Member at least 10 days before the meeting.

- 7.3 Quorum: At meetings not conducted by ballots, the presence in person or by proxy of at least 10% of the members of the Association shall be necessary and sufficient to constitute a quorum for the transaction of business.
- 7.4 Voting: Only Active and Life Members shall vote and hold office in the Association. Each Active and Life Member shall have one vote upon all matters including the election of members of the Board of Directors. At a meeting not conducted by ballot, each Active and Life Member may vote by proxy filed with the Secretary of the meeting. Only another Active or Life Member may act as proxy.
- 7.5 Meetings
- 7.51 Meetings of the Board may be called by the President or any two members of the Board. Notice of each meeting shall be given to each member of the Board at least one day before the meeting. The Board may establish dates for regular meetings of the Board of which no notice shall be required. A meeting without notice shall be valid if all the members of the Board are present or sign written waivers or consents, which shall be attached to the minutes of the meeting.
- 7.52 Meetings of the Board shall be open to Active and Life Members and to the Club Manager and the representative of Aztec Shops except for executive session.
- 7.53 Quorum: At the meetings of the Board the presence of a majority of the members of the Board shall constitute a quorum for the transaction of business.
- 7.53 Parliamentary Procedure: Unless otherwise determined by the Board, the meetings of the Board shall follow *Robert's Rules of Order Newly Revised*.
- 7.6 Regulations: The Board of Directors may adopt regulations consistent with law, the

Articles of Incorporation, or these Bylaws concerning: the services or use of the Faculty-Staff Club; provisions regarding visitors and guests; and other matters concerning the operation of the Club and the business of the Association.

## **Article VIII**

### **Amendment**

- 8.1 The Board of Directors may adopt, amend, or repeal these Bylaws by resolution adopted by two-thirds of the membership of the Board at a regular or special meeting of the Board.