ARTICLE III - MEMBERSHIP, MEETINGS AND QUORUM:

Proposed Change #1

Section 1. Membership, states: All regularly enrolled students of the University at California, Pennsylvania, carrying 12 or more semester hours of credit and who have paid all established fees shall be members of the Corporation.

Proposed Change: All regularly enrolled students of California University of Pennsylvania, carrying 12 or more semester hours of credit and who have paid all established fees shall be members of the Corporation.

Rational: To correct the name of the University.

Proposed Change #2

Section 2. Meetings, states: The annual meeting of the Corporation shall be held between the first and fifteenth day of April of each year concurrent with the first April meeting of Student Congress which shall be open to all Corporation members. The first order of business shall be the nomination of Student Association, Incorporated Board members. Special meetings shall be called by the President of the Corporation or by a majority of the members of Board of Directors, or on the written request of 50 members of the Corporation.

Proposed Change: The annual meeting of the Corporation shall be held between the first and fifteenth day of April of each year. The first order of business shall be the nomination of Student Association, Incorporated Board members. Special meetings shall be called by the President of the Corporation or by a majority of the members of Board of Directors, or on the written request of 50 members of the Corporation.

Rational: To permit the Corporation to hold the annual meeting based on the calendar dates and not on Student Congress meetings.

Proposed Change #3

Section 4. Notice, states: Notice of the time and place of the annual and any special meetings of the Corporation shall be given seven days prior to the scheduled meeting by posting the same on all student, faculty and administration bulletin boards. Such notice shall state the purpose of the meeting.

Proposed Change: Notice of the time and place of the annual and any special meetings of the Corporation shall be given no less than seven days prior to the scheduled meeting by posting in writing by physical or electronic mail on various University media outlets and campus building. Such notice shall state the purpose of the meeting.

Rational: To add the words “no less than” to the seven days prior requirement for meeting notification to eliminate the restriction of seven days only; and to eliminate the antiquated language about posters in every building since electronic media is now the preferred method of communication.
ARTICLE IV - BOARD OF DIRECTORS:

Proposed Change #4

Section 2. Qualifications, states: Class I, Class III, Class IV and Class V memberships.

Proposed Change: To re-number the memberships from Class III to Class II, Class IV to Class III, Class V to Class IV.

Rational: The Class II membership position was eliminated from the bylaws in 2014.

Proposed Change #5

Section 2. Qualifications, states: In being elected to the Board of Directors, the procedure for nominations shall remain as stated in the election procedure, but after the nominations are held all nominees shall be screened by a Board composed of the President of California University, the Vice President for Student Affairs of California University of PA, the Vice President for Academic Affairs of California University and the Dean for Student Services of California University, in order to ensure all nominees meet the requirements of the office including: having demonstrated significant prior service to the University; having good academic and disciplinary standing; and being able to participate in meetings either in person or by phone.

Proposed Change: In being elected to the Board of Directors, the procedure for nominations shall remain as stated in the election procedure, but after the nominations are held all nominees shall be screened by a Board composed of the President of California University, the Vice President for Student Affairs of California University of PA and the Associate Vice President or Dean for Student Services of California University, in order to ensure all nominees meet the requirements of the office including: having demonstrated significant prior service to the University; having good academic and disciplinary standing; and being able to participate in meetings either in person or by phone.

Rational: To remove the Vice President for Academic Affairs as a member of the screening committee since historically that vice president has never been involved; also, the Associate Vice President was added due to a title change for the Dean for Student Services.

Proposed Change #6

Section 2. Qualifications, states: If during his/her term of office a Class IV member of the Board incurs any of the following difficulties, he shall submit a written resignation to the President of the Corporation.

(a) Being placed on disciplinary probation, or
(b) Being unable to participate in meetings per Section 3. Absences.

Proposed Change: To eliminate the paragraph completely.

Rational: Paragraph is redundant since those items are addressed further in the document for all of the membership, not just the undergraduate student members.

Proposed Change #7

Section 2. Qualifications, Proposed Addition: No student member of the Board of Directors shall be employed within the SAI Business Office of the Corporation. This section shall not apply to Class IV ex-officio members of the Board of Directors as outlined in section 2 of this Article.

Rational: To eliminate any possible conflict of interest.
Proposed Change #8

Section 2. Qualifications, states: Class V. In addition to the thirteen regular members of the Board, three ex-officio members who are without vote shall attend regular and special meetings: The Vice President for Student Affairs and/or designated University Liaison, the Dean for Student Affairs, and the Chief Financial Officer for SAI. These members shall not be subject to election by the Corporation, nor shall their presence or absence constitute or deny a quorum.

Proposed Change: Class V. In addition to the thirteen regular members of the Board, three ex-officio members who are without vote shall attend regular and special meetings: The Vice President for Student Affairs and/or designated University Liaison, the Associate Vice President or the Dean for Student Services, and the Chief Financial Officer for SAI. These members shall not be subject to election by the Corporation, nor shall their presence or absence constitute or deny a quorum.

Rational: To add the Associate Vice President due to a title change for the Dean for Student Services; and, change Dean title from Student Affairs to Student Services to correct the title.

Proposed Change #9

Section 3. Absences, states: All members of the S.A.I. Board of Directors must have the ability to attend in person at least 75% of all academic year Board of Directors meetings. In addition, Board members missing three or more consecutive Board meetings may be removed from the Board by a two-thirds majority vote of the Directors.

Proposed Change: To move this paragraph from Section 3 to Section 9; and to re-number the subsequent sections.

Rational: For a better flow in categorizing the document.

Proposed Change #10

Section 6. Meetings, Notices, states: The Student Association, Inc., Board of Directors shall hold one regular meeting each month. After the election of officers at the first meeting of the Board, the Board shall establish the fixed meeting time for that particular semester. Special meetings may be called at the will of the President of the Student Association, Inc., Board of Directors or by a majority of the members of the Board. Notice of all special meetings must be received at least five days prior to the meeting date. Such notices must be in writing.

Proposed Change: The Student Association, Inc., Board of Directors shall hold a minimum of six (6) regular meetings per academic year. After the election of officers at the first meeting of the Board, the Board shall establish the fixed meeting time for that particular semester. Special meetings may be called at the will of the President of the Student Association, Inc., Board of Directors or by a majority of the members of the Board. Notice of all special meetings must be received at least five days prior to the meeting date. Such notices must be in writing by physical or electronic mail.

Rational: To eliminate the restriction of one meeting per month when there are times when there is no business to be conducted, or there are conflicts due to board member calendars; and to add to the last line mentioning notices to allow for electronic communication.

Proposed Change #11

Section 8. Duties, states: The Board shall exercise its authority in and over all matters and business of the Corporation, including the formation of policy, provided, however, that the Board shall not sell or encumber any of the real property of the Corporation without approval, by resolution, of a majority of members of the Corporation present at a regular or special meeting duly convened upon proper notice of this purpose.
Proposed Change: The Board is responsible for overall policy and direction of the Corporation, and delegates responsibility of day-to-day operation to the staff. The Board shall not sell or encumber any of the real property of the Corporation without approval, by resolution, of a majority of members of the Corporation present at a regular or special meeting duly convened upon proper notice of this purpose.

Rational: To clarify to difference between Board responsibilities and SAI staff responsibilities.

Proposed Change #12

Section 10. Conduct, Proposed New Section: All Class I, Class II and Class III members must adhere to standards of ethics and conduct as set forth by the Board of Directors. Violations of said standards can result in removal from the Board by a two-thirds majority vote of the Directors.

Rational: To protect the Board of Directors, the Corporation and the University.

ARTICLE V - OFFICERS

Proposed Change #13

Section 3. Vacancies, states: The Board shall fill all vacancies by majority vote of the Board for the remainder of the (unexpired) term.

Proposed Change: The Board shall fill all vacancies of officers by majority vote of the Board for the remainder of the (unexpired) term.

Rational: To add the words “of officers” just to specify which vacancies.

Proposed Change #14

Section 4. Terms, states: The elected term of office for any member shall be for fiscal one year.

Proposed Change: The elected term of office for any officer shall be for one fiscal year with the most senior Class I member serving as the interim president until a successor is elected.

Rational: To correct a sentence structure error, to clarify the terms are for officers and not any member; and to add who will serve as the interim president during the annual transition prior to officer elections.

ARTICLE VI - EXECUTIVE COMMITTEE

Proposed Change #15

Section 1. Creation, states: An executive committee shall consist of five members selected by a majority of the Board, one of whom, however, shall be the President of the Board of Directors.

Proposed Change: An executive committee shall consist of five members selected by the President of the Board, one of whom shall be the President of the Board of Directors, and at least two who shall be Class I members, and approved by a majority of the Board.

Rational: To allow the President of the Board to have the authority to choose their executive committee, and to require that Class I members are included in the committee.
ARTICLE VIII - AMENDMENT

Proposed Change #16

ARTICLE VIII – AMENDMENT, as titled.

Proposed Change: ARTICLE VIII - AMENDMENT OF BYLAWS

Rational: To add the words “of bylaws” to clarify that the article refers to amending the bylaws.

Proposed Change #17

Section 1., states: The power to make, amend or repeal the bylaws shall be vested solely in the members of the Corporation. This power may be exercised by the vote of a majority of members present at any regular or special meeting of the Corporation duly convened after proper notice of that purpose.

Proposed Change: The power to make, amend or repeal the bylaws shall be vested with the Board of Directors and the members of the Corporation. This power may be exercised by a majority vote of the Board of Directors, and subsequently a majority vote of the Corporation members present at any regular or special meeting of the Corporation duly convened after proper notice of that purpose.

Rational: To clarify the process of amending bylaws based on past practice.

ARTICLE IX - EFFECTIVE DATE

Proposed Change #18

Section 1., states: These bylaws, except where otherwise provided, shall become effective immediately, upon adoption.

Section 2., states: These bylaws shall be offered for adoption at a meeting of the members of the Corporation called after the due notice of that purpose or by a referendum.

Proposed Change: To move Section 1 to Section 2, and move Section 2 to Section 1.

Rational: To provide a better flow of the document.