

April 21, 2009

RECEIVED

APR 22 2009

Professor Michael Goldstein
Academic Senate Chair
3125 Murphy Hall
Mailcode: 140801
Los Angeles CA 90024

SUBJECT: Faculty Appointment to Associated Students UCLA Board of Directors

Dear Professor Goldstein:

The membership of the Associated Students UCLA Board of Directors includes one faculty representative, as well as students, administrative, and alumni representatives. Associated Students UCLA Bylaws call for a three-year term of office for faculty appointments. Accordingly, the term for Professor Galbraith, currently serving as the Academic Senate representative expires May 31, 2009.

I have been in contact with Kyle Cunningham regarding Professor's Galbraith decision not to return to the Board of Directors and provided him with a brief outline of the Board responsibilities. Therefore, I am requesting confirmation of your appointment to the Associated Students UCLA Board of Directors for the 2009-2010 Board session, beginning June 1, 2009

One of the most important events for the incoming Board members will be the three-day Orientation Retreat that is scheduled from Monday, June 15 through Wednesday, June 17, 2009. The orientation establishes a foundation and framework for the entire year. It is mandatory that all Board Members be able to attend, therefore, we request that you take your appointees availability for the retreat into account when making next year's appointments.

The ASUCLA Board of Directors' meetings are held once a month on a Friday beginning at 12:00 p.m. Appointees should plan to be at the meeting for the duration of the afternoon. In addition, members usually serve on at least one Board Committee, which entail an additional meeting each month. Most Board Committees meet on Friday mornings or afternoons and attendance is also required as stated in the Board Bylaws.

Please send a letter directly to my office confirming your appointment. The appointee will be deemed seated on the ASUCLA Board of Directors for the 2009-2010 term when I receive your letter or on June 1, whichever occurs later.



Professor Goldstein
April 21, 2009
Page 2 of 2

I would welcome the opportunity to discuss this important appointment at your convenience.
Please feel free to call me at extension 58011.

Sincerely,

A handwritten signature in black ink, appearing to read "Robert Williams", with a long horizontal flourish extending to the right.

Robert Williams
Associated Students UCLA, Executive Director

Enclosures: ASUCLA Constitution Section VI-Composition of the Board
ASUCLA Bylaw 1-Membership on the Board
ASUCLA Bylaw 7-Disciplinary Procedures
Non-Student Representative Job Description
2009-2010 Approved Regular Meeting Schedule

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

**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, except that a Student Member appointed during the summer period need not be a currently registered and enrolled student but must have been registered and enrolled during the preceding Spring Quarter (or Semester). Each Student Member of the Board must be a registered and enrolled student at UCLA during the fall, winter, and spring Quarter (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.
- B. No elected officers, including the presidents of the Undergraduate Student Association, Graduate Student Association, Los Angeles Division of the Academic Senate, or UCLA Alumni Association may be appointed to the ASUCLA Board of Directors.
- C. No current career or student employee of ASUCLA may be appointed to 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 Paragraphs (a) and (b), and of the Constitution regarding Membership. Minimum academic requirements may be set by the Undergraduate Student 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. 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 for the Session beginning June 1.

- 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 June 1 of the year and shall terminate on May 31 of the following year.

1.4 Term of Office:

- A. The term of office of each Member of the Board shall begin on June 1 and end on May 31, 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 Student Association, 2) three Regular Student Members and one Alternate Student Member appointed by the Graduate Student 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.

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.

- C. Persons appointed for two-year terms must continuously meet the eligibility requirements for that position. In the case of two year student appointments, such individuals will be deemed to meet the eligibility requirements over the Summer break (the end of the Spring quarter/semester and the beginning of the following Fall quarter/semester).

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 set forth in these Bylaws.
- 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.
- B. The authority which appointed the Member shall respond to the Executive Director's request in accordance with the provisions of Section 1.2(b), and seating shall occur in accordance with the provision of Section 1.2(c).
- D. In the case of a Student Regular Member appointed by the Undergraduate Student Association, the vacancy shall be filled by the Alternate appointed by the Undergraduate Student Association then serving on the Board. In the case of a Student Regular Member appointed by the Graduate Student Association, the Alternate appointed by the Graduate Student 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 this Section, 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 June 1st. These officers shall hold office from time of election until adjournment of the regular meeting scheduled for December. A second election shall be

- 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 next 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 Committees or Ad Hoc Committee 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.

**ASSOCIATED STUDENTS UCLA
BOARD OF DIRECTORS
Non-Student Representative Job Description**

Job Description

1. Understand ASUCLA's historical role on campus as a major business enterprise, a funding source for various student activities, and an educational opportunity for participating students.
2. Act as a fiduciary in preserving and promoting the interests of ASUCLA.
3. Exemplify effective and appropriate Board behavior by demonstrating: knowledge of the difference between the roles of the Board and management, effective communication techniques, the ability to form alliances between different personalities and groups, etc.
4. Provide Board with experience and expertise garnered in a non-University setting.

Recommended Skills

1. Business background, especially in retail or food services
2. Comfortable working with students
3. Understands workings of the University
4. Previous Board of Directors experience
5. Patience

Time Commitment

- | | |
|---|---|
| 1. Board Meetings | 3-6 hours per month |
| 2. Committee Meetings/Meeting Preparation | 3 hours per month |
| 3. Orientation Retreat | 3 full days in June at an off-campus location |

Associated Students UCLA

It all comes back to you!

**BOARD OF DIRECTORS
2009-2010**

REGULAR BOARD MEETINGS

Friday, July 31, 2009	Kerckhoff Hall Staterooms, 12:00 p.m.
Friday, August 28, 2009	Kerckhoff Hall Staterooms, 12:00 p.m.
Friday, September 25, 2009	Kerckhoff Hall Staterooms, 12:00 p.m.
Friday, October 30, 2009	Kerckhoff Hall Staterooms, 12:00 p.m.
Friday, December 4, 2009	Kerckhoff Hall Staterooms, 12:00 p.m.
Friday, January 29, 2010	Kerckhoff Hall Staterooms, 12:00 p.m.
Friday, February 12, 2010 <i>(Mid-year Retreat)</i>	Kerckhoff Hall Staterooms, 12:00 p.m.
Friday, February 26, 2010	Kerckhoff Hall Staterooms, 12:00 p.m.
Friday, March 12, 2010 <i>(Not the last Friday of March)</i>	Kerckhoff Hall Staterooms, 12:00 p.m.
Friday, April 23, 2010	Kerckhoff Hall Staterooms, 12:00 p.m.
Friday May 7, 2010 <i>(Finance Committee Budget Meeting)</i>	Kerckhoff Hall Staterooms, 12:00 p.m.
Friday, May 21, 2010	Kerckhoff Hall Staterooms, 12:00 p.m.
*Friday, May 28, 2010	Kerckhoff Hall Staterooms, 12:00 p.m.
June 14-16, 2010 <i>(Orientation Retreat)</i>	Lake Arrowhead Conference Center

Please note that the regular meetings, unless noted above, start at 12:00 p.m. and have an undetermined end time.

*Tentative Backup Meeting

