



Bylaws

PREAMBLE

The Associated Students of Colorado (ASC) is was established to serve all students of higher education institutions by advocating for affordable, accessible, high quality higher education in the state of Colorado. It shall be the policy of the Associated Students of Colorado Board of Directors to establish a platform to be comprised of issues dealing with the interests of the member students and their respective institutions. The ASC shall represent students on issues affecting them as students, working on such issues on a selective, limited basis to be determined by the Board of Directors. In order to select these issues, the Board of Directors shall weigh the potential impact on students and the potential for student driven change on these issues. By working in conjunction with the office of the Governor, the Colorado State Legislature, the State of Colorado Judicial System, the Colorado Department of Higher Education, the Governing Boards of Colorado higher education institutions and the residents and families of the state, the ASC will build positive working relationships and move toward the common goal of an improving the quality of all higher education institutions in Colorado.

Article I: Membership

Any person (individually "Student" or collectively "Students") enrolled in one or more credit hours at a higher education institution under the jurisdiction of the Colorado Commission of higher Education shall be a member of the Associated Students of Colorado (the "ASC") and be entitled to the rights, privileges and obligations set forth in these bylaws.

All institutions of higher education in Colorado that are recognized as such by the Colorado Commission of Higher Education (CCHE), are eligible to join the ASC and become gain full voting members of the Board of Directors, provided that they have fulfilled the criteria stated above. Higher education institutions enter into the ASC voluntarily and without any prerequisite of contribution, monetary or otherwise, until such time as a permanent funding structure is implemented.

Membership Duties and Responsibilities

Each member institution is expected to make a significant contribution to the Associated Student Colorado by:

1. Providing student support during legislative sessions.
2. Demonstrating progress towards the funding goal as established by the Board of Directors.;
3. Voting for two representatives, to be approved by the Governor, that shall be members of the Colorado Commission of Higher Education advisory board.
4. Promoting ASC activities on Member campuses.;
5. Participating in the development of ASC's annual budget.;
6. Helping to raise alternative sources of funding.;
7. Overseeing the expenditure of funds.;

8. Setting policy, and participating in other activities and projects as directed by the ASC board.;

Section 1: Certain Rights

Every Student in any institution, regardless of its classification, shall have the same rights as and obligations as all other Students in that class as hereinafter set forth.

The Associated Students of Colorado shall not discriminate based on gender, age, race, sex, ethnicity, creed, religion, sexual orientation, political affiliation, disability, military status, or institution of choice.

Article II: Membership Rights

Section 1: Right to Vote

Every member school shall have the right to one vote on behalf of that school. Additionally, each Student of member campuses shall be entitled to vote by referendum on each matter submitted by the Board of Directors ("Board") of the Association to a vote of the Students.

Section 2: Act of Students

Unless these Bylaws provide otherwise, an affirmative majority vote of votes cast by the representatives to the Board of Directors, within a twenty- four month period, shall be an act on behalf of the Students represented by the ASC.

Section 3: Dissolution

The power to dissolve this Association is hereby reserved by the Students.

Subsection A. Vote of Dissolution

A 4/5 majority affirmative vote to dissolve the Association cast by the Directors Board in each member institution, within a twenty-four month period, shall have the effect of dissolving the Association.

Article III: Directors

Section 1: Composition of the Board

Subsection A.

The board shall be composed of two directors from each member student association. One director shall be the elected representative of the executive office of the respective student body, and the other may be elected or appointed at the

discretion of the member institution. If the either member is unable to attend, they may appoint a proxy as stated in Article IV Section 5 and 6.

Subsection B. Absence of Student Government

If no student government exists, the two directors shall be elected yearly by popular vote on the member campus.

Subject to such limitations as are imposed by law and these bylaws, if any;, the Board shall have full power and authority to manage and control all of the affairs of the Association. It may appoint such officers, agents and committees, as it deems proper, and may delegate authority to them. The Board may establish such rules for the conduct of its business, consistent with the provisions of its Articles of Incorporation and these bylaws, as it may from time to time determine.

Section 2: Ex-Officio Members of the Board

Student Commissioners to the CCHE and the Executive Director of the Association, as determined from time to time, shall be non-voting, ex-officio members of the Board. In addition, up to two members may sit ex-officio on the Board from institutions deemed as private by the Colorado Commission of Higher Education.

Section 3: Oath of Office

Before a Director shall execute the duties of his or her office, he or she shall take the following oath or affirmation: "I, [NAME], affirm that, notwithstanding any other commitment to university, community, party, state, or nation, I will faithfully execute the office of Director of Associated Students of Colorado by advocating on behalf of Students' interests, interceding on behalf of Students for their legitimate grievances, and by seeking to better the circumstance of Students in the State of Colorado." This oath shall be taken at the first regular meeting of the Board that occurs after the Director's term begins.

Section 4: Term of Office for Directors

The term of office for Directors shall be one year beginning on May 1st and ending on April 31st of the following year; provided however, that each director may serve until his or her successor has been duly elected.

Section 5: Resignations of Directors

Any Director may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, and, if no time is specified, at the time of its receipt by the Chair of the Board or Secretary. Acceptance of a resignation shall not be necessary to make it effective.

Section 6: Removal of Directors

The respective member institutions, pursuant to the process by which they were appointed, may remove directors.

Section 7: Standards of Conduct

All directors shall execute their duties to the best of their abilities and consistent with ASC bylaws, governing documents and all state and federal laws. They shall act in an ethical manner while working to represent the best interests of all higher education students in the State of Colorado. At all times shall they represent and reflect positively on the ASC, in all matters of public involvement and discourse.

Conflict of Interest: All Directors shall avoid involvement in other individuals, organizations, agreements or otherwise, that present a conflict of interest to their duties as Directors of the ASC. These actions include compensation, appointments or favoritisms in exchange for undue influence or promise of a vote on a particular issue or course of action.

Article IV: Meetings**Section 1: Regular Meeting of the Board**

Although typically aligned with Colorado Commission of Higher Education meetings, regular meetings of the Board may be held in the State of Colorado at such time and place as the Board may determine. from time to time. Notice and an agenda for any such regular meeting of the Board shall be posted on the ASC web site one week prior to the scheduled meeting. Such meetings may be held by means of a telephone conference call but all votes of the Board shall be cast in open session or be available through minutes on the ASC web site.

Section 2: Special Meeting of the Board

Special meetings of the Board may be called at any time by the Chair of the Board or at the request in writing of any five members of the Board. The Secretary shall give notice of the time, place and purpose of each special meeting, by mailing the same before the meeting or by emailing, faxing or telephoning the same at least two days before the meeting, to each director. Such meetings may be held by means of a telephone conference call. Every reasonable effort should be made to have the presence of each member institution and board member at the meeting physically, or through other means such as by telephone.

Section 3: Place of Meetings

Regular meetings and the annual meeting of the Board shall be held at the place designated in the notice thereof. Additionally, an annual meeting of the Board shall be held in August each year at such time and place as the Board may determine. Making all reasonable attempts to be present at meeting site.

Section 4: Appointing a Proxy Member

If such circumstances arise that prevent a board member from attending a meeting of the Board of Directors, they may appoint a proxy to represent and vote on their behalf. The Director shall submit a written statement or email to the Chairperson stating the appointment of the proxy. To rescind the proxy, the same procedure must be used. The proxy may serve for the entire year term of the Director if necessary. The proxy may not serve for more than two consecutive years for any member institution.

Section 5: Voting by Proxy

Each Member school entitled to vote at a meeting of the Board of Directors may authorize another person(s) or persons to act for him or her by proxy.

Section 6: Parliamentary and Statutory Authority

The rules contained in the current edition of Roberts Rules of Order Newly Revised shall be used as guidelines by the ASC when they are applicable and when they are not inconsistent with these bylaws or any special rules or order the corporation may thereby be adopted..

Section 7: Quorum of the Board

A quorum of the Board shall be 2/3 of the total active directors from all member institutions. Members in attendance via telephone shall count toward quorum.

Section 8: Board Votes

Each member school shall receive one vote. The two directors from each school must individually come to a consensus and put forth one vote on behalf of the school. If division exists and cannot the member school cannot reach consensus, it shall abstain from the vote in question.

Section 9: Special Motion to Reconsider

Any president of the student body ("Student Body President") at an institution under the jurisdiction of the Colorado Commission of Higher Education may make a special motion to reconsider any act of the Board taken at any regular meeting or special meeting. Such

motion shall be made in writing and delivered to the Chair of the Board within 3 days of the act of the Board to be reconsidered. At such time, the Chair of the Board shall have the discretion to call a special meeting for the purpose of reconsideration pursuant to Section 3.9 of these Bylaws. The Chairperson shall use his or her discretion as to the circumstances surrounding the motion to reconsider.

Section 10: Action of the Board without Meeting

Subsection A. Unanimous Consent

The Board may take any action without a meeting if the action is taken by all members of the Board. The action must be evidenced by one or more written consents describing the action taken, signed by each Director, and included in the minutes filed with the ASC's records reflecting the action taken. An electronic letter may also constitute a written consent.

Subsection B. Unanimous Consent Effective Date

Action taken under Section II is effective when the last Director signs the unanimous consent, unless the consent specifies a different effective date.

Subsection C. Unanimous Consent Description

A unanimous consent signed under Section II has the effect of an approved vote at a meeting of the Board and may be described as such in any document.

Section 11: Special Order to Appear

By the affirmative vote of any $2/3$ of the Directors, the Board may issue a Special Order to appear to any Director absent from any regular meeting or special meeting, ordering the absent Director to appear at the next regular meeting or special meeting.

Article IV: Committees

Section 1: Authority to Appoint

The Board may appoint such committees, as it believes necessary or helpful to achieve the Association's ASC purposes, and may to the extent permitted by the laws of the State of Colorado, delegate to each such committee part or all of its authority, except that the Board may not delegate its authority to: (i) fill any vacancies on the Board; (ii) fill any vacancies on any committee of the Board; or (iii) terminate an employee.

Section 2: Members and Committee Chairs

Any Director may be a member of each committee formed by the Board. The chairperson shall determine the number of seats on each committee. The chairs of each committee shall be as selected by the members of that committee unless chairpersonship is otherwise stipulated under officer duties.

Section 3: Standing Committees of the Board

The following committees are standing ASC committees made up of Directors and ASC Members, excluding the Committees on Executive and Internal Affairs, which is made up solely of Directors. Each committee meets no less than once per month and is chaired by a Director that is nominated and confirmed to the position by a majority of his or her fellow committee members. In addition to standing committees, ad-hoc committees can be created by the Chairperson of the Board or by a majority vote of Directors.

Subsection A. Standing Committee regarding Executive Affairs

The Committee on Executive Affairs shall consist of the officers of the Board of Directors. It shall oversee the direction and guidance of the ASC, meeting one week prior to each regular Board meeting either in-person or via teleconference to prepare for the meeting, and runs all Board meetings. The vice chair shall oversee and coordinate the committee.

Subsection B. Standing Committee regarding Internal Affairs

The Committee on Internal Affairs, run by the Secretary, oversees hiring processes, reviews proposed governing document changes, reviews ASC staff and processes, and manages the internal operations of the ASC. The committee shall also oversee expenditures and funding mechanisms of the ASC. In addition, the committee will preside over the nominations process for the ASC Advisory Council. This process is to be conducted prior to the last board meeting of the year at which time nominations will go through the Board's confirmation process.

This committee shall have the ability and responsibility to review all bylaws and provisions for non-substantive corrections. All changes made by the committee must be reported to the ASC Board for approval by majority affirmative vote at the following meeting.

Subsection C. Standing Committee regarding External Affairs

The Committee on External Affairs oversees the Association's ASC's advocacy efforts at the grass roots and member campus level; furthering recruitment, developing campaign materials for use in advocacy efforts; building student advocacy networks through Colorado's universities; coordinating voter registration drives and maintaining a database for that purpose. These duties shall also include ; matters of public relations, media events, building coalitions, CCHE relations, relations with member governing boards and general university affairs.

Subsection D. Standing Committee regarding Legislative Affairs

The Committee on Legislative Affairs, run by the Legislative Affairs Director, oversees the Association's ASC's advocacy efforts at the local, state and national levels. The committee shall work to coordinate "Lobby Days" and similar events at the Colorado State Capitol. It shall also work in support of the Legislative Affairs Director in maintaining and building relationships at all levels of Colorado state government. The committee shall also retain a database to maintain such information regarding the legislature.

Subsection E. Standing Committee regarding Financial Affairs

The Committee on Financial Affairs, run by the Treasurer, oversees the ASC's budget and accounting practices including review of deposits, withdrawals, check and credit card purchases, account statements, and all other financial documents, including all office expenditures and requisition forms on a monthly, quarterly and annual basis. Additionally, the committee seeks outside sources of revenue for the ASC, to include grants and fundraising activities. The committee shall also review and approve the budget approved by the Treasurer and Executive Director to be submitted to the full Board.

Section 4: Advisory Council

Members of the ASC Advisory Council will consist of eight to twelve past ASC board directors (including but not limited to past CSA directors) as well as present or past staff members who are responsible for advising the ASC directors on management of the ASC, providing institutional knowledge of the ASC, aiding in the continuity of the ASC, and supplying professional assistance when requested. This Council may also consist of community members or other persons as deemed appropriate fit by the Board. This Council will in no way perform or supersede the duties and responsibilities of the ASC's Board of Directors as provided for indicated in these bylaws.

A member so elected by the Advisory Council at the beginning of each ASC year on June 1st will chair the Council. The term of Chairperson will be held for one year and will be responsible for leading quarterly meetings, disseminating monthly updates from ASC Executive Director, organizing Council materials and documents, and serving as a liaison to the ASC board of directors. Any one individual cannot hold this position more than two consecutive years.

Additionally, Council members may serve as advisors to ASC standing committees at the request of the board of directors. Council members shall serve two year terms with no term limit and must be nominated and confirmed by a majority of the outgoing board of directors prior to the end of the director's term on May 31st. Nominations for ASC Advisory Council members will originate in the Internal Affairs committee as they see fit and should consist of discussion with prospective Council members to determine interest

prior to confirmation. Any previous ASC Board member, who completed a full term, including those who served as an ex-officio member, is eligible to serve on the Advisory Council. Removal of Council members can be made by a majority vote of the Board of Directors. Removal of the Council Chair can be made by majority vote of the Council. If positions on the Advisory Council become vacant during the year, the board of directors may appoint and confirm individuals to the Council as they see fit.

Article V: Officers

The officers of the Association shall be a Chairperson of the Board, Vice Chairperson of the Board, Secretary and Treasurer, Legislative Affairs Director, External Affairs Director and such other officers as may from time to time be appointed by the Board, which shall prescribe their duties. All officers must be Directors of the Board and shall hold office at the pleasure of the Board. Each officer shall be elected by simple majority vote by April 31st of the year in which he or she is serving as an ASC director for a term to end the following calendar year on May 1st.

Section 1: Chairperson of the Board

The Chairperson of the Board will be elected by simple majority vote on or before April 31st of the year in which he or she is serving as an ASC director for a term to end the following calendar year on April 31st. From May 30th until the election of a new Chairperson on or before May 1st, the previous Chairperson's elected or appointed student government successor will serve as Interim Chairperson of the Board.

The role of the Chairperson will be to impartially preside over and coordinate board meetings with ASC Officers and Staff, to oversee and review staff processes and records, and any additional responsibilities the Board deems necessary in line with the law, these bylaws, such as chair the standing committee regarding executive affairs. The Chairperson only vote in the case of a tie on any matter put to a vote. This vote shall be in addition, to and not be reflective, of the vote cast by the representative from their member institution. The role of the Chairperson shall be to proceed over the Board Meetings and act as a facilitator of discussion for the meetings. The Chairperson shall also act as the spokesperson for the ASC. Each executive member herein shall report directly to the Chairperson in all matters of affairs and conduct. The Chairperson shall then report directly to the Board as a whole. The Chairperson shall also perform such other duties as may be authorized or required by the Board

Section 2: Vice-Chairperson of the Board

The Vice Chairperson of the Board will be elected by simple majority vote on or before August 15th of the year in which he or she is serving as an ASC director for a term to end the following calendar year on April 31st. From May 30th until the election of a new Vice Chairperson on or before May 1st, the previous Vice Chairperson's elected or appointed student government successor will serve as Interim Vice Chairperson of the

Board.

In the absence or inability to act of the Chairperson of the Board, the Vice Chairperson of the Board shall have all the powers and shall perform the duties of the Chairperson of the Board. The role of the Vice Chairperson of the Board will be to serve as a liaison to the ASC Advisory Council and manage the Board's progress on committee work through communication with committee chairs. He or she shall also chair the Executive committee and any other duties as may be authorized or required by the Board.

Section 3: Secretary

The Secretary of the Board will be elected by simple majority vote on or before August 15th of the year in which he or she is serving as an ASC director for a term to end the following calendar year on April 31st. From May 30th until the election of a new Secretary on or before May 1st, the previous Secretary's elected or appointed student government successor will serve as Interim Secretary of the Board.

The Secretary shall work with Association staff to ensure communication tools, such as the web site, are kept up-to-date and include current meeting minutes and campaign materials for members and directors. He or she shall The Secretary shall also chair the Internal Affairs Committee and perform such other duties as may be authorized or required by the Board.

Section 4: Treasurer

The Treasurer of the Board will be elected by simple majority vote on or before April 31st of the year in which he or she is serving as an ASC director for a term to end the following calendar year on May 1st. From April 31st until the election of a new Treasurer on or before May 1st, the previous Treasurer's elected or appointed student government successor will serve as Interim Treasurer of the Board.

The Treasurer shall serve as the chair for the standing committee regarding financial affairs. This office is responsible for reviewing all financial records of the Association, including monthly bank statements, quarterly budget reports and annual audit materials. To that extent, the office shall ensure that fiscal responsibility ensues and that annual budget reserves are maintained at the highest level possible with subsequent monetary deposits into the ASC's reserve and endowment accounts to provide for future organizational sustainability. Additionally, this office shall work with the Executive Director to prepare annual budgets requiring Board approval prior to the August Board meeting. He or she The Treasurer shall also chair the Financial Affairs Committee and perform such other duties as may be authorized or required by the Board.

Section 5: Legislative Affairs Director

The Legislative Affairs Director will be elected by a simple majority vote on or before

April 31st of the year in which he or she is serving as an ASC director for a term to end the following calendar year on May 1st. From May 1st until the election of a new Legislative Affairs Director on or before April 31st, the previous Legislative Affairs Director elected or appointed student government successor will serve as Interim Legislative Affairs Director of the Board.

The director of legislative affairs director shall work to maintain and foster relationships at the State of Colorado Legislature, the Office of the Governor and all other appropriate state offices. The Director shall work in the interest of ASC, by representing and lobbying for the specific goals outlined by the Board of Directors. The Director shall also work with the staff member(s) to maintain these relationships and implement these goals. He or she shall chair the Legislative Affairs Committee and perform such other duties as may be authorized or required by the Board.

Section 6: External Affairs Director

The External Affairs Director will be elected by a simple majority vote on or before April 31st of the year in which he or she is serving as an ASC director for a term to end the following calendar year on May 1st. From May 1st until the election of a new External Affairs Director on or before April 31st, the previous External Affairs Director elected or appointed student government successor will serve as Interim External Affairs Director of the Board.

The Director will work on all matters of the ASC outside the internal or legislative affairs. Such things organizing and implementing Voter Registration Campaigns, Grass-Roots issue campaigns and other programs and activities on member campuses. The director will be responsible for representing and communicating with outside organizations such as the media, university governing boards, CCHE, and any other organizations deemed applicable. This shall also include creating and distributing documents for this purpose.

Section 7: Special Officers

Subsection A.) Community College Affairs Director

The Community College Director will be elected by a simple majority vote on or before April 31st of the year in which he or she is serving as an ASC director for a term to end the following calendar year on May 1st. From May 1st until the election of a new Community College Director on or before April 31st, the previous Community College Director elected or appointed student government successor will serve as Interim Community College Affairs Director of the Board.

The director will be responsible for communicating on a regular basis with the member community college schools to help build recruitment and target specific issues on such campuses. While the director does not speak for the community colleges, he/she will act as a central communication point for them. The position does not hold any special voting rights, does not sit on the executive committee and the director will vote based on the

interests of his/her specific community college. This position is a job rather than a specific executive position. It is required that the director be appointed from a board member that represents a community college.

Subsection B.) Power to Appoint Special Officers

The power to appoint special officers shall be vested in the Board of Directors. As deemed fit, the Board of Directors may create a special officer position and appropriate job description or additions by a majority vote of the Board. The accompanying additions to the bylaws, which will provide a description and responsibilities of the position, do not need a 2/3 vote to amend the bylaws, but shall rather accompany the majority vote to create the special officer position. This is proving that the only addition to the bylaws is the appropriate descriptions and responsibilities of the new special officer position.

Section 8: Process for Removal of Officers

Removal of officers shall be made by a 2/3 vote of the Board. In the case an office becomes vacant, the Board must appoint and confirm a new officer from the Board by majority vote.

Article VII: Staff

The staff of the ASC shall include an Executive Director, and , with the approval of the Board, other staff positions as proposed and overseen by the Executive Director. The Executive Director shall hold office at the pleasure of the Board.

Section 1: Executive Director

The Executive Director of the Association shall be the chief managing officer of the ASC responsible on all duties to the authority and direction of the Board of Directors. The duties of the office shall be to hire and manage other ASC staff, oversee ASC and campus-specific campaigns, manage and implement advocacy efforts, and perform or direct all necessary office management tasks required by the ASC as authorized by the Board. This includes annual preparation of the ASC budget along with the Treasurer. He or she shall exercise such other duties as may be authorized or required by the Board.

Article VIII. Fiscal Procedures

All funds of the corporation shall be deposited to the credit of the corporation ASC in such banks, trust companies or other depositories as the Board of Directors may select and shall be used by the board in carrying out its purposes. Such agent or such officers shall sign all checks, notes or other instruments of indebtedness or obligations issued in the, as the board shall designate. The Board of Directors by a two-thirds majority vote may accept on behalf of the corporation any contribution, public or private, grant, gift, bequest or device for general purposes of the corporation. The board shall maintain an savings fund, which shall consist of one (1) percent of the total annual dues, approved by

member student associations.

Section 1: Board Approval

The Board shall make the final approval of the budget from the submission of the Financial Affairs Committee. The Board may not change the budget, but rather send it back to the Financial Affairs Committee with suggestions of revisions. Once the Committee has made the appropriate changes, it shall be resubmitted by to the Board. Approval requires a majority vote.

Article X: Amendments.

These bylaws may be amended at any regular meeting of the Board or any special meeting of the Board called for such purpose by an affirmative vote of a 2/3 super majority (2/3) of the members of the Board eligible to vote.

Article XI: Certification.

The undersigned hereby certify that the foregoing bylaws were adopted by the founding members of the ASC at a meeting called for that purpose on the 28th day of April, 2007.