California State University, Bakersfield
Auxiliary for Sponsored Programs Administration

Bylaws

Revised: September 17, 2026

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BYLAWS
OF
CALIFORNIA STATE UNIVERSITY, BAKERSFIELD
AUXILARY FOR SPONSORED PROGRAMS ADMINISTRATION

ARTICLE I
NAME and LOCATION

Section 1: Name

The name of this corporation is the California State University, Bakersfield Auxiliary for Sponsored Programs Administrations (CSUB SPA).

Section 2: Principal Office

The principal office of the CSUB SPA is located in Bakersfield, California.

Section 3: Other Offices

The Board of Directors may establish other offices within the State of California, as it deems advisable.

ARTICLE II
MISSION

Section 1: Mission

The mission of the CSUB SPA is to support and further the educational mission and related strategic plan of California State University, Bakersfield (University) by facilitating research, workshops, conferences, institutes, and other projects that enrich the scholarly endeavors of faculty and students and enhance the services provided by University to California communities.

ARTICLE III
BOARD

Section 1: Powers

Except as otherwise provided in the Articles of Incorporation, the powers of the CSUB SPA shall be vested in and exercised, its property controlled, and its affairs conducted by the Board of Directors (Board).

The Board's general powers shall include, but not be limited to, the following:

A. To determine the mission and establish strategic direction;

B. To oversee financial resources and other assets;

C. To incur indebtedness for the conduct of business, the terms and amount of which shall be entered on the minutes of the Board, and the official evidences of indebtedness are signed by the Chair and Treasurer; and

D. To assess periodically the performance of the Board, its committees, if any, and members.

Section 2: Number of Board Members

The Board shall consist of no fewer than twelve (12) and no more than fifteen (15) voting members including:

- six (6) members recommended by the University Provost and Vice President for Academic Affairs (Provost) and appointed by the University President including:
    - four (4) faculty members, with consideration given that there be one (1) from each school, who shall be tenured or tenure-track with direct and recent experience in sponsored research or related projects, and
    - two (2) University school dean members,

appointments and reappointments by the University President shall be communicated to the Board Secretary and Board Treasurer on or before May 1

- one (1) faculty member appointed by the University Academic Senate who shall be tenured or tenure-track with direct and recent experience in sponsored research or related projects,
- five (5) ex officio members who shall be the University's President, Provost, and Vice President for Business and Administrative Services and Chief Financial Officer, and the Associated Students Incorporated's (ASI) President and Director of Graduate Students, or designee.

Section 3. Method of Selection

Except for the members appointed by the University President, faculty member appointed by the University Academic Senate, and ex officio members, new and

incumbent members shall be elected by the Board at any meeting of the Board. The Executive Committee shall present a slate of nominees to the Board for election as members. Those persons who receive a majority of the votes cast shall be deemed to have been elected.

The faculty member appointed by the University Academic Senate shall be elected by the University Academic Senate.

Section 4. Terms

Except for the faculty member appointed by the University Academic Senate or any ex officio member, a member shall serve for a term of two (2) years unless terminated earlier on the basis of the member's death, resignation, removal, or disqualification. A member may be elected for a term shorter than two (2) years so as to ensure that the full terms of not more than five (5) members expire in any one (1) year. Nothing contained herein shall be deemed to prohibit any member from holding office for two (2) or more successive terms of office.

The faculty member appointed by the University Academic Senate shall serve for a term of two (2) years, or as long as he or she is a member of the faculty, whichever is shorter unless terminated earlier on the basis of the member's death, resignation, removal, or disqualification. The faculty member appointed by the University Academic Senate so elected shall not be eligible for immediate re-election.

Ex officio members shall serve for a term so long as he or she holds that office.

A member that succeeds a member by reason of death, resignation, removal, or disqualification shall serve the current term of the predecessor member. After completing service for the current term of the predecessor member, the member may serve as member as if newly elected to the Board.

Section 5. Resignation

Any member may resign his or her position by giving written notice of the resignation to the Chair of the Board (Chair) or Secretary of the Board (Secretary). Such resignation shall take effect at the time specified therein or within thirty (30) days of the date of receipt.

Section 6. Removal

Any member may be dismissed in accordance with Board policy only for cause and under procedures involving due process after notice and a time to present a response that shall be considered by the Board in making its decision. Removal shall require a two-thirds (2/3) majority vote of the Board at any regular or special

meeting of the Board expressly called for that purpose. Nothing contained herein shall be deemed to prohibit any special meeting to be called for more than one purpose. Any Board member proposed to be removed shall be entitled to reasonable notice and an opportunity to be heard.

Section 7. Vacancies

Except for the members appointed by the University President, the faculty member appointed by the University Academic Senate, and the ex officio members, whenever a member vacancy occurs in the Board, such vacancy shall be filled without undue delay. Appointment shall require a majority vote of the Board at any regular or special meeting of the Board.

ARTICLE IV
BOARD MEETINGS

Section 1. Regular Meetings

The Board shall hold at least three (3) meetings per year, at a place and date designated by the Chair, one (1) of which shall be held in May and designated as the Annual Meeting**.** At such meetings any business related to the authority of the Board may be discussed and transacted.

Section 2. Special Meetings

Special meetings of the Board shall be called at the request of the Chair or five (5) or more members of the Board through the Chair or Secretary. The Secretary or his or her designee shall send a written notice of each special meeting to each member of the Board not less than ten (10) days before the date of the meeting. The notice shall indicate by whom the meeting has been called, the nature of the business to be considered, and the time and place of the meeting. No business except that stated in the notice shall be transacted at a special meeting.

Section 3. Notice

The Secretary or his or her designee shall send a written notice of each regular meeting, together with a proposed agenda and all available, pertinent material, to each member not less than five (5) days prior to the date of each meeting. For the purposes of these Bylaws, "written notice" as used herein refers to notice in writing whether sent by postal mail, facsimile, or email communication, but excludes communications sent via text message or telephone.

Each member shall file with the Secretary communication information to which all notices may be directed until such notice otherwise.

A member may at any time waive any notice required by law or these Bylaws. Except as hereinafter provided in this section, the waiver must be in writing, signed by the member entitled to the notice, and filed with the minutes or the corporate records. A member's attendance at or participation in a meeting waives any required notice of the meeting unless the member upon arriving at the meeting or prior to the vote on a matter not noticed in conformity with the law or these Bylaws objects to lack of notice and does not thereafter vote for or assent to the objected action.

Section 4. Remote Participation

Any member may participate in a regular, special, or committee meeting by any means of a communication mechanism that allows all persons participating in the meeting to hear each other simultaneously. Participation by such mechanism shall be equivalent to presence in person at the meeting.

Section 5. Quorum

A quorum for the transaction of business at meetings of the Board or its Executive Committee shall consist of a majority of the voting members. The Board members present at any meeting, if constituting less than a quorum, may adjourn the meeting until such quorum shall be present.

Section 6. Manner of Acting

Except as otherwise provided in these Bylaws, the Articles of Incorporation, or by law, a majority vote of those members present at any meeting in which a quorum is achieved shall constitute an action of the Board. Voting by proxy is not permitted.

Section 7. Executive Session

Subject to requirements of State law, the Board may hold any regular or special meeting, or any part thereof, in executive session with participation limited to voting members. Other individuals may be invited to attend all, or portions of an executive session as deemed necessary by the Chair.

ARTICLE V
OFFICERS OF THE BOARD

Section 1. Officers of the Board

The officers of the Board shall be the Chair, Vice Chair, Secretary, and Treasurer. In addition, the Board may establish other officers as it deems necessary. All officers of the Board shall be voting members.

Section 2. Chair

The Chair shall be a faculty member or dean member and shall preside at all Board and Executive Committee meetings, have the right to vote on all questions, and otherwise serve as the spokesperson for the Board. The Chair shall serve as Chair of the Executive Committee and as an ex officio member of all other standing committees, if any, of the Board.

Section 3. Vice Chair

The Vice Chair shall be a faculty member or dean member and shall, in the absence of the Chair, perform the duties of the Office of the Chair, including presiding at Board and Executive Committee meetings. The Vice Chair shall have the other duties as may be assigned by the Board or Chair from time to time.

Section 4. Secretary

The Secretary or his or her designee serves as the liaison between the Board and the administration and is responsible for supporting the Board and its committees, including notifying Board and committee members of meetings and maintaining minutes and records of Board actions. The Secretary shall also have custody of the corporate seal and affix it to such documents as may require such official recognition. The Secretary shall have the other duties as may be assigned by the Board or Chair from time to time.

Section 5. Treasurer

The Treasurer or his or her designee works with the Chair, President, and/or Executive Director of the CSUB SPA to ensure that appropriate fiscal reporting is made available to the Board for information or action including the preparation of annual budgets, the development of policies that ensure financial integrity and sustainability, the development of long-term financial strategies, and the adherence to legal and regulatory fiduciary responsibilities. The Treasurer shall have the other duties as may be assigned by the Board or Chair from time to time.

Section 6. Election and Terms of Officers

Except for the Secretary, and Treasurer, the Board shall elect the officers of the Board at its annual meeting. Elected officers shall serve for a one (1) year term. Nothing contained herein shall be deemed to prohibit any member from holding office for two (2) or more successive terms of office. Any officer whose term has ended may continue to serve until a new appointment is made.

The Executive Director of the CSUB SPA shall be the ex officio Secretary and shall serve for a term so long as he or she holds that office.

The Chief Financial Officer of the CSUB SPA shall be the ex officio Treasurer and shall serve for a term so long as he or she holds that office.

The Board may establish and elect any other Officers that the business of the CSUB SPA may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified by the Bylaws or determined time to time by the Board.

Section 7. Resignation of Officers

Any Board officer may resign at any time by submitting a written notice to the Chair or Secretary. Such resignation shall take effect at the time specified therein or within thirty (30) days of the date of receipt.

Section 8. Removal of Officers

Any Board officer may be removed from such office by a two-thirds (2/3) majority vote of the Board at any regular or special meeting of the Board called expressly for that purpose.

Section 9. Vacancies of Officers

Any Board officer vacancies may be filled through a special election at any regular or special meeting of the Board, but election shall normally take place at the Board's annual meeting.

Section 10. Faculty Representative

One (1) faculty member shall be elected by the Board to serve as a faculty representative officer (Faculty Representative) and shall exercise and perform such powers and duties as delegated to them by the Board.

For the purpose of clarity and the avoidance of doubt, at least one (1) of the five (5) officers shall be a faculty member, the Faculty Representative.

ARTICLE VI
OFFICERS OF THE CSUB SPA

Section 1. Officers of the CSUB SPA

The officers of the CSUB SPA shall be the President, Executive Director, and Chief Financial Officer. Subject to approval of the Board, the President may establish or designate other positions as officers of the CSUB SPA.

Section 2. President

The University President shall be the President of the CSUB SPA.

The President shall be responsible for the supervision and management of the CSUB SPA, for the duties mandated by the Charter and these Bylaws, and for interpreting and implementing the policies of the CSUB SPA and of the Board.

Section 3. Executive Director

The University Provost shall be the Executive Director and Chief Operating Officer of the CSUB SPA.

The Executive Director shall also serve as the Secretary of the Board.

The Executive Director shall work with the President and Chief Financial Officer in establishing the agenda for all Board meetings and shall be responsible for reports to the Board. The Executive Director shall be responsible for administering the affairs and work of the CSUB SPA and may employ and supervise staff as needed to execute such business.

Section 4. Chief Financial Officer

The University Vice President for Business and Administrative Services and Chief Financial Officer shall be the Chief Financial Officer of the CSUB SPA.

The Chief Financial Officer shall also serve as the Treasurer of the Board.

The Chief Financial Officer shall work with the President and Executive Director in establishing the agenda for all Board meetings relating to fiscal matters. The Chief Financial Officer shall be responsible for operating and capital budgets, accounting and auditing, investment management, insurance and risk management, and such other financial responsibilities as required by the Charter and Bylaws of the CSUB SPA and may employ and supervise staff as needed to execute such fiscal business.

ARTICLE VII
COMMITTEES OF THE BOARD

Section 1. Standing and Ad Hoc Committees of the Board

The Board shall establish such standing and ad hoc committees as it deems appropriate to discharge its responsibilities. Standing committees may include but not be limited to the following: executive, governance, finance, and audit. Each committee shall have a written statement of purpose and primary responsibilities approved by the Board, and such procedure or policy guidelines as it or the Board, as appropriate, may approve.

Section 2. Committee Membership

Each committee shall have at least five (5) voting members. All committee Chairs, Vice Chairs, and a majority of each committee shall be Board members. Each committee shall have a Chair and Vice Chair, who shall serve for two (2) year terms. The Chair, Vice Chair, and members of each standing committee, except the Executive Committee, shall be recommended by the Board or Chair and approved by the Board or Chair. Each committee shall have an officer of the CSUB SPA to assist with its work. A majority of the committee's voting members shall constitute a quorum.

Section 3. Audit Committee Membership

The Audit Committee may not include any members of the staff of the CSUB SPA, including the President, Executive Director, and Chief Financial Officer. The Audit Committee must be separate from the Finance Committee. Members of the Finance Committee may serve on the Audit Committee; however, the Chair of the Audit Committee may not be a member of the Finance Committee and members of the Finance Committee must constitute less than one-half of the membership of the Audit Committee. Members of the Audit Committee may not receive compensation from the CSUB SPA in excess of the compensation, if any, received by members of the Board for service on the Board and shall not have a material financial interest in any entity doing business with the CSUB SPA. A majority of the committee's voting members shall constitute a quorum.

Section 4. Executive Committee

The Executive Committee shall be composed of officers of the Board (Chair, Vice Chair, Secretary, Treasurer and Faculty Representative), and the Chairs of all standing committees of the Board, if any.

The Executive Committee is empowered to act for the Board between regular Board meetings on all matters except for:

The following actions, which shall be reserved for the Board:

- election of Board members and officers;
- changes to the mission and purposes of the CSUB SPA;
- amendments to the Articles of Incorporation and Bylaws;
- incurrence of the CSUB SPA debt; and
- the sale or other disposition of real estate and other tangible property;

In addition, the following actions, which shall be reserved for the Board as set forth in California Corporations 5212(a):

- fill vacancies on the Board or on any committee that has the authority of the Board;
- fix compensation of the directors for serving on the Board or on any committee;
- amend or repeal Bylaws or adopt new Bylaws;
- amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable;
- create any other committees of the board; and
- approve any contract or transaction to which the CSUB SPA is a party and in which one or more of its directors has a material financial interest, except as special approval is provided for in Section 5233(d)(3) of the California Corporations Code.

Section 5. Governance Committee

The Governance Committee purpose may be carried out by the Executive Committee without creating a separate Governance Committee.

The purpose of the Governance Committee is to determine the most effective composition of the Board and to develop practices and policies that enhance Board performance including: establishing and maintaining standards for Board conduct; developing and facilitating Board member recruitment; recommending a slate of officers for Board approval; ensuring the Board members have adequate orientation and ongoing education; assessing the performance for the Board and Board members; and periodically reviewing and ensuring compliance with these Bylaws and other Board policies.

Section 6. Finance Committee

The Finance Committee purpose may be carried out by the Executive Committee without creating a separate Finance Committee.

The purpose of the Finance Committee is to oversee the integrity of the CSUB SPA's financial obligations, long-term economic health and allocation of resources.

The Finance Committee is responsible for:

- reviewing annual and long-range operating budgets;
- reviewing and recommending to the Board requests and plans for borrowing;
- ensuring that accurate and complete financial records are maintained;
- ensuring the timely and accurate financial information is presented to the Board; and
- directing and monitoring the management of investment assets consistent with the Board investment policy statement.

Section 7. Audit Committee

The purpose of the Audit Committee is to oversee the CSUB SPA's financial practices and standards of conduct.

The Audit Committee is responsible for:

- recommending to the Board the retention and termination of the independent auditor and may negotiate the independent auditor's compensation on behalf of the Board;
- conferring with the independent auditor to satisfy its members that the financial affairs of CSUB SPA are in order;
- reviewing and determining whether to accept the audit prepared by the independent auditor;
- assuring that any nonaudit services performed by the independent auditor conform with the standards for auditor independence; and
- approving any nonaudit services performed by the independent auditor.

ARTICLE VIII
CONFLICTS OF INTEREST

Section 1. Conflict of Interest Policy

Board members must act in accordance with standards of conduct established by the laws governing auxiliary organizations of the California State University and the Nonprofit Corporation Law of the State of California, the Education Code, the Articles of Incorporation, and these Bylaws. No member of the Board shall be financially interested in any contract or other transaction entered into by the Board that is not in accordance with the conflict of interest provisions set forth in the Education Code Sections 89906-89909. The Board shall adopt and revise, as

appropriate, the Conflict of Interest Policy. Each provision of the article shall apply to all Board members, with and without voting privileges, and all members of any Board committees.

Section 2. Definition

Subject to the Conflict of Interest Policy, a Board member shall be considered to have a conflict of interest if he or she, or persons or entities which he or she is affiliated, has a direct or indirect interest that may impair or may reasonably appear to impair his or her independent, unbiased judgment in the discharge of his or her responsibilities to the CSUB SPA.

Section 3. Voting

Board members shall disclose to the Board any actual, apparent, or possible conflict of interest at the earliest practical time. A Board member who has made such a disclosure shall abstain from voting on such matters. Subject to the Conflict of Interest Policy, the Board member may be invited to the Board to participate in the discussion. The Board meeting minutes shall reflect that a disclosure was made and note the Board member's abstention from voting. A Board member who is recused may be counted for purposes of determining the presence of a quorum at the meeting but shall not be counted for purposes of determining the presence of a quorum for the requisite Board action.

Voting may occur through an action by written consent consistent with California Corporation Code Section 5211(b) and 5079. In that regard, any action that may be taken by the Board may be taken without a meeting so long as all directors (excluding interested directors) consent to such action.

Pursuant to the foregoing, routine matters (e.g. approval of minutes) may be approved by the Board directly through email, without a meeting, so long as all Board members (excluding interested directors) respond and approve such matters via email response. The approval of major or complex matters (e.g. amendment of articles, election of directors) shall not be performed through email, however, the Board may solicit the execution of actions by unanimous consent via email, which if executed by all Board members and returned to the Board, shall become official acts of the Board.

By way of example and not by way of limitation of the distinction above; the Board may email a copy of meeting minutes to Board members seeking approval of such minutes; and so long as all Board members respond in the affirmative, the minutes shall be approved.

However, if the Board seeks to amend the bylaws it shall not communicate the proposed amendment in the body of the email, seeking an affirmative response. Nonetheless, the Board may solicit the execution of an action by written consent detailing the proposed amendment via email by each Board member, which if executed by each Board member and returned by all Board members, shall become an official act of the Board.

Section 4. Annual Disclosure

In accordance with the Conflict of Interest Policy, every Board member shall complete and sign a disclosure form on an annual basis and update that form as promptly as possible following knowledge of conditions that may create a possible conflict of interest.

Section 5. Compensation

Board members shall serve as volunteers and are not compensated for their services. They may be reimbursed for transportation and other direct expenses while engaged in the discharge of their official Board duties.

ARTICLE IX
INDEMNIFICATION

Section 1. Indemnification Against Expenses

The CSUB SPA shall, to the extent legally permissible, indemnify each of its Board members and officers against all liabilities and expenses (including legal fees) reasonably incurred in connection with the defense of any action, suit, or other proceeding (whether civil, criminal, administrative, or investigative) to which he or she has been made a party by reason of being or having been in such role, provided he or she acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the CSUB SPA. Board members and officers shall not be entitled to indemnification for acts that are adjudicated in such action, suit, or proceeding to be the result of gross negligence or willful misconduct in the performance of their duties. The CSUB SPA shall also maintain directors' and officers' liability coverage.

Section 2. Advance Payment of Expenses

Expenses, including legal fees, reasonably incurred by any Board member or officer in connection with the defense or disposition of any action, suit, or other proceeding may be paid from time to time by the CSUB SPA in advance of the final disposition thereof under the condition that the Board member or officer repay such advanced fees and costs if it ultimately is determined that the Board

member or officer is not entitled to be indemnified by the CSUB SPA as authorized by these Bylaws.

Section 3. Insurance

The Board may, at its discretion and to the extent legally permissible, authorize, purchase, and maintain insurance on behalf of any person not otherwise entitled to indemnification hereunder, who is an employee or other agent of the CSUB SPA or who serves at the request of the CSUB SPA as an employee or other agent of an organization in which the CSUB SPA has an interest.

Section 4. Personal Liability

Board members and officers shall not be personally liable for any debt, liability, or obligation of the CSUB SPA. All persons, corporations, or other entities extending credit to, contracting with or having any claim against the CSUB SPA may look only to the funds and property of the CSUB SPA for the payment of any such contract or claim, or for the payment of any debt, damages, judgment, or decree, or of any money that may otherwise become due or payable to them from the CSUB SPA.

Section 5. Miscellaneous

The foregoing rights of indemnification and advancement of expenses shall not be exclusive of any other rights to which any Board member, officer or employee may be entitled, under any other bylaw, agreement, vote of disinterested Board members, or otherwise, and shall continue as to a person who has ceased to be a Board member, officer, or employee and shall inure to the benefit of the heirs, executors, and administrators of such person.

ARTICLE X
AMENDMENTS TO BYLAWS

Section 1. Amendments to Bylaws

These Bylaws may be amended at any meeting of the Board by a two-thirds (2/3) majority of voting members of the Board then in office, provided notice of the substance of the proposed amendment(s) is sent to all Board members in accordance with Article IV, Section 3.

ARTICLE XI
MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year

The fiscal year of the CSUB SPA begins on July 1 of each year and ends on June 30 of the succeeding year.

Section 2. Nondiscrimination

The CSUB SPA does not discriminate in its employment policies against any person on the basis of gender, race, color, religion, age, disability, sexual orientation, national or ethnic origin, or on any other basis proscribed by federal, state, or local law.

Section 3. Subordination to State Law

To the extent that any of these Bylaws may be inconsistent with the laws of the State of California, the laws of the State of California shall control.

Section 4. Corporate Seal

The Board may provide a corporate seal, which shall consist of a circle, having inscribed thereon the name of the Corporation, the date of its incorporation, and the word "California".

Section 5. Effective Date

These Bylaws shall become effective:	December 1, 2009
These Bylaws last revised and effective:	January 23, 2015
These Bylaws last revised and effective:	December 11, 2018
These Bylaws last revised and effective:	February 20, 2019
These Bylaws last revised and effective:	February 27, 2020
These Bylaws last revised and effective:	September 12, 2023
These Bylaws last revised and effective:	May 16, 2024
These Bylaws last revised and effective:	September 17, 2026