

## Article I. Outline of the Board of Directors

### Section 1.01 Responsibilities of the Board of Directors

(a) The Board of Directors shall:

- (i) *Exercise all of the rights, powers, and privileges conferred upon the Corporation by the Articles of Incorporation and the statutes of the State of California,*
- (ii) *Formulate general policies for the attainment of the purposes of the Corporation,*
- (iii) *Review and evaluate on a regular basis the various aspects and programs of the College,*
- (iv) *Promote the holistic wellbeing of the students of the College, with the aim of facilitating personal growth and development across the student body,*
- (v) *Work closely with the administration of the College to promote diversity in all its forms across the academic, social, and professional aspects of the College,*
- (vi) *Organize events so they may be conducive to the enjoyment of the general student body,*

### Section 1.02 Meetings of the Board

(a) The Board shall meet at least once a week, unless the President sees reason to cancel:

- (i) *This decision can be overturned by the Board,*

(b) All meetings shall be held on campus and shall be open to all Members;

(c) All Members must be notified at least twenty-four (24) hours prior to a meeting of the Board, by whatever means deemed appropriate;

- (i) *In the case of regular meetings of the Board, notification shall be assumed,*
- (ii) *All meetings of the Board require an agenda to be posted publicly sufficiently in advance such that Members who wish to be present may attend,*

(d) At the initiative of the President or Chief Ethics and Procedural Officer, any meeting of the Board may be closed to the public;

- (i) *Any Officer may request closed minutes, which can be granted through a vote,*
- (ii) *A brief statement of the material discussed must be included in the minutes,*
- (iii) *The Academic Affairs Chair shall have access to closed minutes of the Board,*

(e) Quorum shall be set at eight (8) Full Officers;

- (i) *For physical meetings, Officers or their Proxies must either be physically present or electronically attending,*
- (ii) *For non-voting matters conducted remotely, quorum shall be assumed,*
- (iii) *For voting conducted remotely, quorum shall be achieved if at least eight (8) Full Officers have voted with voting open for at least twenty-four (24) hours,*

(f) All minutes must be published to the Membership and posted on the website of the Corporation before the next meeting of the Board;

- (i) *At the discretion of the Chief Ethics and Procedural Officer, electronic communications pertaining to votes shall be presumed public and may be included in the next set of minutes, unless they are closed,*

(ii) *An Officer or Staff person may petition the Board to, through a vote, require the disclosure of particular communications,*

(1) Such a motion cannot overrule a motion to close the minutes,

(g) Officers shall be allowed to electronically participate in meetings such that all other Officers present can hear and are able to communicate with them;

(i) *The Chief Operating Officer shall verify the identity of all virtually-attending Officers by such means as deemed reasonably necessary,*

(h) All Officers shall be allowed to bring motions before the Board;

#### Section 1.03 Voting

(a) All votes shall be recorded in their entirety in the minutes;

(b) The normal method of tabulating votes shall be by raised hands;

(c) All votes shall be part of the public record, including individual Officer's votes;

(d) Unless otherwise specified in the Corporation's Constitution and its bylaws, all motions shall require a simple majority (50%+1) of votes cast to pass. Abstentions do not count as votes cast;

### **Article II. Officers of the Board of Directors**

#### Section 2.01 General Officer Guidelines

(a) All Officers shall serve until the regular selection process governing the election or appointment of their successor is complete with the exception of the President for Life of the Graduating Class;

(i) *The President for Life of the Graduating Class shall begin service directly after their term as Senior Class President expires and shall conclude their term upon the end of their academic year,*

(b) No Officer may be a member of the Senate;

(c) No Officer may serve concurrently on the Board and as a Staff member;

(d) The following Officers must attend all Senate meetings:

(i) *The President, The Executive Vice President, The Vice President of Student Activities, The Vice President of Campus Organizations, The Chief Financial Officer, The Diversity and Inclusion Chair, The Chief Ethics and Procedural Officer*

(e) The following Officers must attend at minimum one in every three Senate meetings:

(i) *The Dormitory Affairs Chair, The President for Life of the Graduating Class, The Senior Class President, The Junior Class President, The Sophomore Class President, The First-Year Class President, The Chief Operating Officer, The Comptroller,*

#### Section 2.02 The President

(a) The President shall be tasked with the oversight, management, and direction of the Corporation and be ultimately responsible for the actions of its Officers and Staff;

(b) The President shall be tasked with the direct oversight of the Executive Vice President, the Vice President of Student Activities, the Chief Ethics and Procedural Officer, the

Diversity and Inclusion Chair, the Chief Operating Officer, the Chief Financial Officer, the President for Life of the Graduating Class, the Senior Class President, the Junior Class President, the Sophomore Class President, the First-Year Class President;

- (c) The President shall represent and act in the interest of all Members;
- (d) The President shall represent the Corporation in all financial negotiations and meetings;
  - (i) *The President and Chief Financial Officer shall inform and consult each other on all financial negotiations and meetings,*
- (e) The President shall report to the Board on their activities regularly;
- (f) The President shall serve as the Chair of the Board;
- (g) The President shall preside over any and all Special Meetings of the Membership;
- (h) The President shall serve on the following three (3) external committees:
  - (i) *The Five Colleges President's Council,*
  - (ii) *The Student Affairs Trustee Council,*
  - (iii) *The Athenaeum Advisory Committee,*

#### Section 2.03 The Executive Vice President

- (a) The Executive Vice President shall oversee the operational aspects of the Corporation through their direct reports and promote student discussion and engagement through the Senate;
- (b) The Executive Vice President shall be tasked with the direct oversight of the Comptroller, the Vice President of Campus Organizations, the Dormitory Affairs Chair, the five (5) Senate Chairs, and the Senate Secretary;
- (c) In the absence of the President, the Executive Vice President shall serve as the Acting President, with all the powers and responsibilities of the President;
- (d) The Executive Vice President shall serve as the Chair of the Senate;
- (e) The Executive Vice President shall serve on the following two (2) external committees:
  - (i) *The Student Affairs Trustee Committee,*
  - (ii) *The Athenaeum Advisory Committee,*

#### Section 2.04 The Vice President of Student Activities

- (a) The Vice President of Student Activities shall oversee the planning of all social events and work to promote a vibrant, accessible, and healthy social scene for all that is inclusive of students of marginalized identities;
- (b) The Vice President of Student Activities shall be tasked with direct oversight of the Director of Student Security and the Event Commissioners;

#### Section 2.05 The Vice President of Campus Organizations

- (a) The Vice President of Campus Organizations shall be tasked with oversight of all recognized campus organizations and shall liaise between such campus organizations and the Board;
- (b) The Vice President of Campus Organizations shall have the power to recognize campus organizations;

- (c) The Vice President of Campus Organizations shall receive and review all funding requests from campus organizations;
- (d) The Vice President of Campus Organizations shall keep records of the constitutions and membership lists of all campus organizations, and shall investigate these records as necessary;
- (e) The Vice President of Campus Organizations shall keep records of all funds transferred to campus organizations;
- (f) The Vice President of Campus Organizations shall make accessible to all campus organizations a ledger recording their expenditures and their budgeted allocation;
- (g) The Vice President of Campus Organizations shall ensure that all campus organizations have a non-discrimination clause that declares their organization will not discriminate on the basis of race, religion, color, national or ethnic origin, sex, gender identity or expression, sexual orientation, class, marital status, or disability;
- (h) The Vice President of Campus Organizations shall be tasked with the direct oversight of the Campus Organizations Liaisons;

#### Section 2.06 The Chief Financial Officer

- (a) The Chief Financial Officer shall be responsible for all funds and securities of the Corporation and the management and planning of all expenditures and revenues;
- (b) The Chief Financial Officer shall maintain a complete and accurate record of all accounts and transactions of the Corporation;
- (c) The Chief Financial Officer shall, when necessary, make recommendations to the Board that seek to improve the long-term financial position of the Corporation;
- (d) The President and Chief Financial Officer shall inform and consult each other on all financial negotiations and meetings;
- (e) The Chief Financial Officer shall prepare and make publicly available the Annual Financial Report of the Corporation to Members by the 15th of October;
- (f) The Chief Financial Officer shall implement and oversee measures to accurately record the number of hours worked by remunerated Staff;
- (g) The Chief Financial Officer shall have the prerogative of managing the Endowment;
- (h) The Chief Financial Officer shall be responsible for filing taxes;
- (i) The Chief Financial Officer shall serve as chair of Budget Committee;

#### Section 2.07 The Diversity and Inclusion Chair

- (a) The Diversity and Inclusion Chair shall be tasked with fostering a supportive and inclusive climate for all students on campus and facilitating healthy and productive discussion around intersectional issues of race, gender, sexuality, class, ability, and other identities;
- (b) The Diversity and Inclusion Chair shall serve as a liaison between the College, the Corporation, and other relevant stakeholders on identity-based issues;

- (i) *The Diversity and Inclusion Chair shall recognize that students from marginalized identities may have concerns and/or needs not necessarily shared by the larger student body and shall seek to represent those,*
  - (ii) *The Diversity and Inclusion Chair shall regularly meet with College personnel in the Dean of Students Office, the Dean of Faculty Office, the Admissions Office, and other pertinent offices,*
  - (iii) *The Diversity and Inclusion Chair shall regularly meet and communicate with Members about issues surrounding diversity and inclusion,*
- (c) The Diversity and Inclusion Chair shall organize programming for identity and affinity-based groups, which may include the following:
- (i) *Partnerships with campus organizations, the Dean of Students, or other relevant bodies that might further diversity and inclusion,*
  - (ii) *Open forums for dialogue that seek to address pertinent issues and current events,*
  - (iii) *Encouraging new campus organizations to form and help them organize programming,*
- (d) The Diversity and Inclusion Chair may seek to incentivize the involvement of students from historically marginalized groups in the Corporation and their running for elected and/or appointed positions;
- (e) The Diversity and Inclusion Chair shall promote the importance of diversity and inclusion throughout the College community and shall work to actively support such efforts;
- (f) The Diversity and Inclusion Chair shall serve as an independent evaluator of the Corporation's progress on issues of diversity and inclusion, and shall make recommendations as necessary, as well as an annual recommendation to the Board and Senate at the beginning of the Spring Semester to the Corporation on possible ways to better serve students of marginalized identities and increase their representation within the Corporation;
- (g) The Diversity and Inclusion Chair shall be tasked with the direct oversight of the At-Large Members of the Diversity and Inclusion Committee
- (h) The Diversity and Inclusion Chair shall chair the Diversity and Inclusion Committee;
- Section 2.08 The Dormitory Affairs Chair**
- (a) The Dormitory Affairs Chair shall be tasked with oversight of all dormitory activities, the fostering of vibrant and supportive dormitory communities, and shall liaise between the Residential Life Committee and the Board;
- (b) The Dormitory Affairs Chair shall be tasked with the direct oversight of the Dormitory Presidents;
- (c) The Dormitory Affairs Chair shall serve as the Chair of the Residential Life Committee;
- Section 2.09 The President for Life of the Graduating Class**

- (a) The President for Life of the Graduating Class shall serve as the liaison between the Corporation and their class, and shall work to foster a healthy and supportive environment within the class through the planning of events;
- (b) The President for Life of the Graduating Class shall represent their class in all events post-graduation;
- (c) The President for Life of the Graduating Class shall work with the College to plan graduation ceremonies;
- (d) The President for Life of the Graduating Class shall maintain a Cabinet to help them plan events and receive input from their peers;

#### Section 2.10 The Senior Class President

- (a) The Senior Class President shall serve as the liaison between the Corporation and their class, and shall work to foster a healthy and supportive environment within the class through the planning of events;
- (b) The Senior Class President shall assume the role of President for Life of the Graduating Class at the conclusion of their term;
- (c) The Senior Class President shall work with the College to plan graduation ceremonies and coordinate the senior class gift;
- (d) The Senior Class President shall sit on the Alumni Association Board;
- (e) The Senior Class President shall maintain a Cabinet to help them plan events and receive input from their peers;

#### Section 2.11 The Junior Class President

- (a) The Junior Class President shall serve as the liaison between the Corporation and their class, and shall work to foster a healthy and supportive environment within the class through the planning of events;
- (b) The Junior Class President shall maintain a Cabinet to help them plan events and receive input from their peers;

#### Section 2.12 The Sophomore Class President

- (a) The Sophomore Class President shall serve as the liaison between the Corporation and their class, and shall work to foster a healthy and supportive environment within the class through the planning of events;
- (b) The Sophomore Class President shall maintain a Cabinet to help them plan events and receive input from their peers;

#### Section 2.13 The First-Year Class President

- (a) The First-Year Class President shall serve as the liaison between the Corporation and their class, and shall work to foster a healthy and supportive environment within the class through the planning of events;
- (b) The First-Year Class President shall maintain a Cabinet to help them plan events and receive input from their peers;

#### Section 2.14 The Chief Ethics and Procedural Officer

- (a) The Chief Ethics and Procedural Officer shall serve as the Parliamentarian and Chief Ethical Officer of the Corporation, and shall be consulted on all matters pertaining to the interpretation, enforcement, and adherence to this Constitution, the Bylaws, the Board Operating Procedures, the Senate Operating Procedures, and the ethical standards of the Corporation;
- (b) The Chief Ethics and Procedural Officer shall, in the event of a suspected ethical breach, be authorized to convene a special investigatory committee;
- (c) The Chief Ethics and Procedural Officer shall adjudicate all questions about the interpretation of the Constitution, Bylaws, or any of the Board Operating Procedures and the Senate Operating Procedures.
  - (i) *Any decision made may by the Chief Ethics and Procedural Officer may be overturned through a two-thirds (2/3) majority vote of the Board;*
- (d) The Chief Ethics and Procedural Officer shall serve as the chair of the Elections Committee;
- (e) The Chief Ethics and Procedural Officer shall have sole prerogative over formulating both the Board and the Senate Operating Procedures;
- (f) The Chief Ethics and Procedural Officer shall serve as Acting Chair of the Senate if the Executive Vice President is temporarily unable to fulfill their duties;

#### Section 2.15 The Chief Operating Officer

- (a) The Chief Operating Officer shall be tasked with managing the logistical and operational aspects of the Corporation, in addition to serving as the Clerk;
- (b) The Chief Operating Officer shall record minutes from all meetings of the Board, Standing Committees, and Special Meetings of the Membership:
  - (i) *In the event that the Chief Operating Officer is absent, their proxy shall record minutes from the meeting,*
- (c) The Chief Operating Officer shall publish all minutes from all open meetings on the Corporation's website;
- (d) The Chief Operating Officer shall maintain and update the bulletin board in Collins Dining Hall;
- (e) The Chief Operating Officer shall keep a record of all past minutes, which shall be accessible to all Members and Officers at anytime so long as they are open minutes;
- (f) The Chief Operating Officer shall maintain and update the website;
- (g) The Chief Operating Officer shall maintain files on all contractual agreements made by the Corporation;
- (h) The Chief Operating Officer shall maintain regular communication with the Office of Advancement, Office of Alumni and Parent Relations, and the Office of Public Affairs and Communications;
- (i) The Chief Operating Officer shall be responsible for the management of the offices and the provision of adequate supplies;

- (j) The Chief Operating Officer shall be responsible for keeping an inventory of all of the Corporation's assets, specifically those located in the Bubble;
- (k) The Chief Operating Officer shall confer with the Dean of Students and the Art Council about the ongoing use and development of the Bubble;
- (l) The Chief Operating Officer shall work to ensure that the Corporation has a strong social media presence in the absence of a Senate Secretary;

#### Section 2.16 The Comptroller

- (a) The Comptroller shall serve as a check on the Corporation's finances and work to ensure the integrity of all financial activities of the Corporation;
- (b) The Comptroller shall consolidate and maintain financial records including reconciliations, bank statements, and checks, and shall perform reconciliations by the end of the first week of each month for the previous month;
- (c) The Comptroller shall provide the Board a regularly updated ledger of the Corporation's assets;
- (d) The Comptroller shall oversee the collection of timely funds by the Corporation, including by counting cash received after every event, and drawing down funds from the Venmo account;
- (e) The Comptroller shall audit events held by the Corporation as well as activities of the Corporation's subsidiaries on a regular basis with the goal to produce one report, to be made public, each month:
  - (i) *The Comptroller will recommend the auditee(s) for each report, which will then be discussed with the Chief Ethics and Procedural Officer in order to minimize potential preference or bias,*

### **Article III. Committees of the Board of Directors**

#### Section 3.01 Composition and General Rules

- (a) There shall be four (4) Standing Committees of the Board:
  - (i) *The Elections Committee, the Budget Committee, the Diversity and Inclusion Committee, the Residential Life Committee,*
- (b) Quorum shall be set at one half ( $\frac{1}{2}$ ) plus one (1) of each committee's voting membership;
  - (i) *All votes in the Committee shall require quorum,*
- (c) All matters of debate regarding procedure or policy shall be decided by a vote of the respective Standing Committee;
  - (i) *Members may appeal these decisions to the Board, which may overturn them by a two-thirds ( $\frac{2}{3}$ ) majority vote,*
- (d) Standing Committees shall reserve the right to select an Acting Chair in the event that the Chair is temporarily unable to fulfill their duties, unless otherwise specified by this Constitution and its bylaws;
- (e) All members of the Standing Committees shall have a vote, except for the Senators on the Budget Committee;
- (f) Standing Committees shall not recognize proxies;



- (g) Meetings of Standing Committees shall be called either by the chair or one half (½) of the members of the committee;
- (h) All minutes shall be presumed to be public and shall be published publicly;
  - (i) *The members of the committee shall reserve the right to close minutes as long as a brief statement of the material discussed is included in the minutes,*
- (i) All motions in Committees shall be decided by a vote;
  - (i) *All votes shall require a simple majority (50%+1) of votes cast to pass. Abstentions shall not count as votes cast,*

#### Section 3.02 Elections Committee

- (a) The Elections Committee shall oversee and administer the election or appointment of all Officers and Staff of the Corporation;
- (b) The Elections Committee's members shall be:
  - (i) *The Chief Ethics and Procedural Officer, The President, The Executive Vice President, The Vice President of Student Activities, The Diversity and Inclusion Chair, two Senators,*
- (c) For the appointment of the Chief Financial Officer, the Vice President of Campus Organizations, and the Director of Student Security, the respective outgoing Officer or Staff person shall advise the Elections Committee on the necessary qualifications for the position:
  - (i) *No outgoing Officer or Staff person shall have the right to view application materials or take part in interviews,*
- (d) In the event that an immediate decision regarding the Election Rules is necessary, the Chair shall have the power to make immediate decisions, subject to later approval or reversal by the Committee:
  - (i) *Both approval and reversal shall require a vote of the Committee,*
- (e) Elections Committee members shall not be a candidate for an elected or appointed position and serve on the committee concurrently:
  - (i) *In the event a member of the Elections Committee enters an election or applies for an office, the Board shall appoint another Officer to replace that member until the end of the election or appointment process,*

#### Section 3.03 The Budget Committee

- (a) The Budget Committee shall oversee the administration of all funds of the Corporation and shall be empowered to make decisions as per budgeting and fiscal policy of the Corporation;
- (b) The Budget Committee's members shall be:
  - (i) *The Chief Financial Officer, The President, The Executive Vice President, The Vice President of Student Activities, The Vice President of Campus Organizations, The Diversity and Inclusion Officer, The Chief Ethics and Procedural Officer, The Comptroller, The Administrative Affairs and Appropriations Chair, two Senators,*

- (c) Agendas for committee meetings shall be developed by the Chief Financial Officer and the President
- (d) All Officers and Staff shall be notified at least twenty-four (24) hours prior to a meeting of the Budget Committee;
  - (i) *Any Officer or Staff who has discretion over or a significant stake in a fund affected by the decisions of the Budget Committee may appear before the Committee,*
- (e) The Budget Committee shall have sole jurisdiction over budgetary allocations;
- (f) The Budget Committee shall determine which organs and/or Officers shall administer each line-item in the budget;

#### Section 3.04 The Diversity and Inclusion Committee

- (a) The Diversity and Inclusion Committee shall strive to promote inclusion and diversity at the Corporation and at the College and assist the Diversity and Inclusion Chair in the execution of their duties;
- (b) The Diversity and Inclusion Committee's members shall be:
  - (i) *The Diversity and Inclusion Chair, The At-Large Members of the Diversity and Inclusion Committee,*
- (c) The Diversity and Inclusion Committee shall be permitted to solicit input from Officers and Staff;
- (d) The Diversity and Inclusion Committee shall serve as independent evaluators of the Corporation's progress on issues of diversity and inclusion and shall make recommendations as necessary, as well as an annual recommendation at the beginning of the Spring Semester, to the Corporation on ways to better serve students of marginalized identities and increase their representation within the Corporation;
- (e) The Diversity and Inclusion Committee shall regularly consult all relevant affinity-based student organizations;
- (f) Members of the committee shall serve terms lasting from the time of their appointments until the Monday after Spring Break;
- (g) The committee shall meet regularly, and no less often than twice per month:
  - (i) Meetings shall be called by the Diversity and Inclusion Chair and must be announced at least twenty four (24) hours in advance to Committee members,

#### Section 3.05 The Residential Life Committee

- (a) The Residential Life Committee shall strive to foster vibrant and supportive dormitory communities through means including, but not limited to:
  - (i) *Quad-carnivals,*
  - (ii) *Various programming done in conjunction with Residential Assistants,*
- (b) The Residential Life Committee's members shall be:
  - (i) *The Dormitory Affairs Chair, the Dormitory Presidents*
- (c) The Student Life Committee Chair shall serve as an ex-officio member of this committee;
- (d) Invitations to attend Residential Life Committee meetings shall be regularly extended to:

- (i) *The relevant Dean(s) or Director(s) of Residential Life for Claremont McKenna College,*
- (ii) *The Resident Assistant liaison(s),*
- (e) The Residential Life Committee shall solicit feedback from the Members with regards to improving residential life and the room-draw process and shall present their findings and recommendations to the Senate shortly before the Spring Break of each year;
- (f) The Residential Life Committee shall endeavor to support the room draw process in any way that the organizers deem effective;
- (g) The Residential Life Committee shall be responsible for administering a room-draw exit-survey each year;
- (h) The committee shall meet regularly, and no less often than once per month;

#### **Article IV. Staff of the Board of Directors**

##### Section 4.01 The Event Commissioners

- (a) The Event Commissioners shall assist the Vice President of Student Activities in the planning of all social events and working to promote a vibrant, inclusive, and healthy social scene for all Members;
- (b) If the Vice President of Student Activities is temporarily unable to fulfill their role, the Event Commissioners shall choose amongst themselves one Event Commissioner to serve as Acting Vice President of Student Activities;

##### Section 4.02 The Director of Student Security

- (a) The Director of Student Security shall assist the Vice President of Student Activities in ensuring the safety of all students during all events organized by the Corporation;
- (b) The Director of Student Security shall be tasked with the direct oversight of the Student Security Staff;

##### Section 4.03 The Dormitory Presidents

- (a) The Dormitory Presidents shall assist the Dormitory Affairs Chair in fostering vibrant and supportive dormitory communities;
- (b) The Dormitory Presidents shall put on at least two (2) events per academic semester:
  - (i) *One (1) event in conjunction with their Residential Assistant(s),*
  - (ii) *One (1) quad-carnival or in conjunction with other quad-specific Dormitor(y/ies),*
- (c) Dormitory President shall spend approximately one-half (½) of their dorm's budget by the end of the Fall semester;
- (d) A Dormitory President shall serve until the end of the Academic Year and may hold up to one (1) other office within the Corporation other than Dormitory Affairs Chair and Chief Ethics and Procedural Officer;

##### Section 4.04 The Resident Assistant Liaison(s)

- (a) The Resident Assistant Liaison(s) shall endeavor to represent the Resident Assistants in relevant discussions;

##### Section 4.05 The Presidential Advisors

- (a) The President shall select up to three (3) Members to serve as Presidential Advisors for whatever purpose they see fit;
- (b) The Presidential Advisors shall serve at the pleasure and discretion of the President;
- (c) The Presidential Advisors shall have no authority within the Corporation beyond advising the President;
  - (i) *The Presidential Advisors may not serve as Senators,*

Section 4.06 The At-Large Members of the Diversity and Inclusion Committee

- (a) The At-Large Members of the Diversity and Inclusion Committee shall endeavor to represent a broad range of intersectional identities and perspectives and work to further the inclusivity and diversity of the Corporation;

Section 4.07 The Student Security Staff

- (a) The Student Security Staff shall assist the Director of Student Security in the execution of their duties;

Section 4.08 The Campus Organization Liaisons

- (a) The Campus Organization Liaisons shall assist the Campus Organizations Chair in the execution of their duties;
- (b) At the discretion of the Vice President of Campus Organizations, the Campus Organization Liaisons shall work with different clusters of campus organizations in order to help the organizations function to the best of their ability;