

Last updated: December 3rd, 2023

BYLAWS

PREAMBLE

The common interests and concerns of the students at Minnesota State universities demand a focused and professional organization whose purpose is to facilitate the sharing of common interests with each other and to identify and pursue proper courses of action in order to address and receive satisfactory redress for shared interests and concerns.

ARTICLE 1: NAME AND OFFICE

The name of this organization shall be the Minnesota State University Student Association, Inc., doing business as Students United, hereafter referred to as Students United. The principal office of Students United shall be in the State of Minnesota.

ARTICLE 2: DEFINITIONS

For the purposes of these Bylaws, the following definitions apply throughout the document:

- A. Student(s): Individuals taking at least one credit of class work at any Minnesota State university.
- B. Student Association: The recognized campus student association, agency, or representative body responsible for student participation in university and system governance.
- C. Board of Directors: The management body of Students United consisting of the Director representing each campus Student Association, and officers.
- D. Staff: Professionals hired by Students United to work on behalf of the organization.
- E. Minnesota State: The Minnesota State Colleges and Universities system.
- F. The Board of Trustees: Governing board of Minnesota State.

ARTICLE 3: PURPOSE

Students United has a variety of functions, and in all of its endeavors shall strive to fulfill the following basic purposes:

- A. To enhance the educational quality and strengthen scholarship within the Minnesota State universities.
- B. To maintain the availability of quality post-secondary education to people from all socioeconomic groups.
- C. To provide an educational and developmental experience for the students through student participation in university and system governance.
- D. To provide a highly professional student organization.

- E. To assist in a coordinated effort of presenting the student viewpoint to various decision-makers and stakeholders across the Minnesota State system and in the state and federal government.
- F. To encourage and provide a means for students to actively participate in Minnesota State, state, and federal political processes that impact students.
- G. To serve as an information network and channel of communication between students through publications, outreach, and conference sponsorship.
- H. To provide programs and services to students in the academic and student affairs area through public funding and alumni support.
- I. To encourage access to quality post-secondary education on the graduate and undergraduate levels at all Minnesota state universities through low tuition, fair financial aid policies, and a minimum amount of student debt.
- J. To provide representatives to all Minnesota State, Office of Higher Education, Board of Trustees, State of Minnesota and other public agencies that require student input on committees, commissions, task forces, study groups, search committees and other groups that impact Minnesota state university students and Minnesota public higher education.
- K. To collaborate with other student advocacy groups on issues of mutual concern.
- L. To enhance equity, diversity, inclusion, and accessibility in higher education and to embody that commitment as an organization.

ARTICLE 4: MEMBERSHIP

Section 1

All students shall be considered members of Students United. Students shall be non-voting members of Students United.

Section 2

Students shall pay a per credit hour fee for membership in Students United as described in Article 5.

ARTICLE 5: STUDENTS UNITED FEE

Section 1

The Students United Board of Directors sets the Students United fee as authorized by Minnesota State Statute section 136F.22. A per credit hour fee shall be levied on all students.

Section 2

Any fee change must be reviewed by the Board of Trustees. The Board of Trustees may revise or reject the fee change. Students United shall, upon approval of the Chancellor, enter into an agreement with Minnesota State for accurate and timely collection of the fee.

ARTICLE 6: BOARD OF DIRECTORS

Section 1

The authority of Students United shall be exercised through the Board of Directors, unless otherwise provided for in these Bylaws. A majority of the Board of Directors shall constitute a quorum. Actions of the Board shall require a two-thirds vote of Directors present and voting, except as otherwise provided in these Bylaws. Each director's vote must be recorded on all main motions and amendments to main motions.

Section 2

The Board of Directors shall consist of one voting member from each campus student association at Minnesota State's seven state universities. It is recommended that the student be the democratically-elected student association President or their appointee. A student selected by each university in accordance with procedures set forth by each individual university's student association shall be the voting director from each campus student association. Because proxy voting is not allowed for directors of Minnesota nonprofit corporations, if a campus wishes to replace a Director who is likely to be absent, a new student shall be selected by the university student association to represent the university on the Board of Directors. It is recommended that each student association change their bylaws or comparable document to have their Director start their term on July 1 and end their term on June 30.

Section 3

Each campus student association shall have the authority to remove the Director representing its campus on the Board of Directors.

Section 4

The Board of Directors shall take the following actions:

- A. Review and/or revise all committee recommendations for ratification.
- B. Hire and oversee Students United Executive Director.
- C. Approve amendments to these Bylaws.
- D. Revise (as necessary) the Students United Board Policy and Procedures Manual and Financial Policies.
- E. Act to advocate the positions adopted in the Students' Platform.
- F. Approve, either retroactively or individually, all grants and non-scholarship donations exceeding \$50,000.
- G. Act in the duty of care, the duty of loyalty, and the duty of obedience as defined in non-profit board training.
- H. Elect the state chair, vice chair, and treasurer for the next fiscal year.

Section 5

The Board of Directors shall meet at least bi-monthly during the academic year and at least once during the summer. Special meetings may be called by the State Chair and shall be called at the request of four members of the board. Seven days of notice shall be provided of special meetings. Emergency meetings may be held with 24 hours' notice.

Section 6

Personnel and legal matters shall be handled in an Executive Session of the Board of Directors.

Section 7

The Board may meet by conference call or virtually. Conference calls (with the exception of personnel and legal matters handled in an Executive Session) conducted by the Board of Directors must be recorded and written minutes of such meeting shall be available online within ten (10) business days following the call. Each person on the line during a Board meeting held via conference call must be made aware of the recording and give consent at the outset of the call.

Section 8

The State Chair may request the board take action without a meeting. The State Chair shall email the motion to all members of the board for a vote. All board members shall be given at least 24 hours to respond unless the State Chair determines more time is needed. The same voting requirements shall apply as for votes taken during a meeting with full quorum. Upon request of two board members, the motion shall instead be considered at the next regular meeting of the board or at a special meeting of the board.

Section 9

The Board of Directors shall be given an annual presentation at Summer Orientation and Retreat concerning the legal, fiduciary, and financial responsibilities of the Board. This presentation shall include a review of each member's required standard of conduct and duty of care/loyalty/obedience, a review of board members' responsibilities and resources, training on Minnesota laws regarding the solicitation of funds for charitable purposes, and information on hiring/equal employment opportunity. These trainings are required for all directors before assuming their position.

Section 10

The Board of Directors shall be responsible for overseeing the Executive Director. The Executive Director shall be responsible for the day to day management of Students United including administration and operational issues, and oversight of all other personnel.

Section 11

Students United will strive for transparency in its Board actions by inviting the public to attend non-Executive Session Board meetings, and by sharing publicly minutes of the meetings of its Board of Directors.

Section 12

All committees of the Board may meet by conference call or virtually. Virtual meetings or conference calls (with the exception of personnel and legal matters handled in an Executive Session) must be recorded and written minutes of such meeting shall be available online within ten (10) business days following the call. Virtual meetings and conference calls may be open to the public with discretion from the Chair. Each person on the line during a meeting held via conference call must be made aware of the recording and give consent at the outset of the call.

ARTICLE 7: OFFICERS

Section 1

The State Chair, Vice Chair, and Treasurer Secretary are elected by the Board. The officers of Students United shall be the State Chair, Vice Chair, and Treasurer

Secretary. Officers are ex-officio, non-voting members of the Board of Directors. Officers shall not hold a position within their respective campus student association other than senator or general member. Officers must be students, unless the board grants an exemption to this requirement for an officer who loses their student status during their term. Officers will undergo a performance evaluation at the last scheduled board meeting of each semester. Their evaluation will be conducted by the Board of Directors and will include the expectations outlined in their position description and any others set by the board at the beginning of each semester.

Section 2

The State Chair shall be the responsible for governance of Students United. The State Chair shall:

- A. Consult with the Executive Director on the implementation and coordination of Students United proposals/programs.
- B. Be responsible for the administrative duties of Students United's Board of Directors, including calling and chairing meetings, the coordination and dissemination of information. The State Chair works closely with the Executive Director to ensure that relationship between the Board and personnel is meeting expectations.
- C. Ensure that a written agenda is submitted to all members of the Board of Directors at least ten (10) business days in advance of any scheduled meeting or included in the call of the meeting, if the call is sent fewer than ten (10) business days in advance.
- D. At the direction of the Board of Directors, schedule Board of Directors meetings, events, and conferences.
- E. Ensure that a copy of the minutes of the Board of Directors meeting is available online no later than ten (10) business days after the Board of Directors meeting.
- F. Serve as the primary spokesperson for Students United.
- G. Attend at least two staff meetings monthly during the academic year.
- H. Be authorized to make expenditures clearly identified in the approved budget and/or specifically called for by an approved Students United regulation or program.
- I. Serve as Students United's representative to the Office of Higher Education Student Advisory Council.
- J. Be responsible for presenting the Students United report, both verbally and in writing, at the meetings of the Board of Trustees and its committees.
- K. Make appointments to commissions, task forces, study groups, search committees and other groups that impact students and Minnesota public higher education.
- L. Attend all official functions of Students United.
- M. Provide consultation to the Executive Director on management.
- N. Draft documents, henceforth known as Position Papers, outlining the rationale behind every Students United position, in conjunction with the Students United staff.
- O. Complete a transition document for the next State Chair and facilitate the completion and sharing of transition documents between incoming and outgoing board members and officers.

- P. Work to achieve the Board of Directors' objectives, program outcomes, and vision of the organization.
- Q. Meet monthly, during the academic year, with the Chancellor of Minnesota State according to the Chancellor's availability.
- R. Ensure board compliance with all applicable policies, laws, and expectations and be responsible for facilitating action on board-level conduct complaints and whistleblower complaints about unethical or illegal acts.
- S. Conduct campus visits.
- T. If able, chair the State Chair elections and other elections, as needed.

Section 3

The Vice Chair shall:

- A. Perform the duties of the State Chair in the State Chair's absence or at the State Chair's request.
- B. Attend all official functions of Students United.
- C. Perform any duties assigned by the Board of Directors and/or State Chair.
- D. Chair the Delegates Assembly, Internal Affairs Committee, and other committees as assigned by the board.
- E. Attend at least one staff meeting monthly.
- F. Assist the State Chair, Board of Directors, and staff in planning, coordinating, and implementing all Students United regular and special events and programs.
- G. Ensure that a copy of the minutes of the Delegates Assembly meeting is available online no fewer than ten (10) business days after the Delegates Assembly meeting.
- H. Serve as Co-Chair of the Scholarship and Alumni Advisory Board.
- I. Conduct campus visits.
- J. If able, chair the Vice Chair elections and other elections, as needed.

Section 4

The Treasurer Secretary shall:

- A. Attend all official functions of Students United.
- B. Perform any duties assigned by the Board of Directors and/or State Chair.
- C. Attend at least one staff meeting monthly.
- D. Assist the State Chair, Vice Chair, Board of Directors, and staff in financial aspects of and implementation of all Students United regular and special events and programs.
- E. Review invoices and payroll reports.
- F. Chair the fiscal committee.
- G. Be the liaison between the accountant, the Financial Team, and the Board of Directors.
- H. Oversee the preparation of monthly financial reports and update the Board of Directors, and any relevant committees of the board, on progress and spending related to board initiatives, programs, and annual program outcomes.
- I. Lead initials on invoices and signatures on all checks if available.
- J. Responsible for preparing and presenting budget materials and other relevant financial information to the student associations.
- K. Inform the Board of Directors when line items approach or exceed the budget.

- L. Be a part of all meetings and official conversations/correspondence with the Students United bookkeeper, and all other financial advisors and entities, and shall be in charge of recording and reporting the on goings of these meetings/discussions to the Board of Directors.
- M. Meet monthly with fundraising staff and/or financial team to discuss and engage with grants, donations, and other fundraising efforts and report to the Board of Directors.
- N. Conduct campus visits.
- O. Assist the state chair with administrative duties of Students United's Board of Directors, including the coordination and dissemination of information, scheduling meetings, and following up with board members to ensure board tasks are getting done.
- P. Ensure the board of directors has the necessary materials ahead of board meetings, retreats, trainings, and events.
- Q. Assist the state chair with follow-up emails after board meetings.
- R. Assist the state chair with providing resources and support to the board and responding to board questions and requests.
- S. If able, chair the Treasurer elections and other elections, as needed.
- T. Record and distribute board meeting minutes.

ARTICLE 8: VACANCY, RECALL, AND REMOVAL

Section 1

The term of the officers shall be one year, beginning July 1.

Section 2

In the event of a vacancy of an officer position, the Students United special elections policies and procedures go into effect.

Section 3

The Board of Directors, by a three-fourths vote, can remove an officer of Students United for any of the following reasons:

- A. Breach of these Bylaws.
- B. Non-compliance with Students United policy.
- C. Violation of Board agreement
- D. Illegal activity directly relating to, or affecting their role within, Students United.
- E. Failure to fulfill the duties required of their office.
- F. Misuse of Students United funds.
- G. Ineligibility for office.

Section 4

The Board of Directors can remove a Director for any of the following reasons:

- A. Breach of these bylaws.
- B. Non-compliance with Students United policy.
- C. Violation of the board agreement

- D. Illegal activity directly relating to, or affecting their role within, Students United
- E. Failure to fulfill the duties required of their office.
- F. Misuse of Students United funds.
- G. Ineligibility for boardship

The board member in question must not be a part of the vote and the Board of Directors may choose to delegate authority to an authorized committee of the board. A three-fourths vote is required for removal. Should the board member be removed, the State Chair will send communication of the decision to the campus student association Vice President and/or any other known relevant executive officers of the student association.

ARTICLE 9: PROPOSALS AND PROGRAMS

Proposals or programs shall be considered to be under the auspices of Students United if the Board of Directors votes in favor of them.

ARTICLE 10: DELEGATES ASSEMBLY

Section 1

There shall be at least one committee within Students United called the Delegates Assembly. Minutes and an audio recording of the committee shall be taken and kept on file. The committee shall share information, ideas, and feedback on issues of interest to Minnesota State university students.

Section 2

The committee will be chaired by the Vice Chair.

Section 3

The Delegates Assembly shall be open to all students and the conversations of the committee, including formal recommendations, shall be brought to the Board of Directors for approval.

Section 4

The Delegates Assembly shall be composed of Minnesota State university students. Any Minnesota State university student in attendance, including online attendance, may participate in the Delegates Assembly.

Section 5

The Delegates Assembly shall have the opportunity to consider the following:

- Provide feedback, input, and recommendations regarding Students United stances, priorities, and advocacy
- Provide feedback, input, and recommendations regarding the business of the Board of Directors, including the board's governing documents and budget conversations
- Share thoughts, ideas, and recommendations regarding their individual campus-level affairs

Section 6

The conversations of the Delegates Assembly shall be captured in the minutes and recording of the meeting. Conversations shall be comprehensively shared with the

Board of Directors. Delegates may choose to take votes and host polls as additional information for the consideration of the Board of Directors.

Speaking will be limited to two minutes per speech, with discretion from the Chair.

Section 7

Members of the Board of Directors shall not be eligible to participate as a delegate in the Delegates Assembly.

Section 8

There shall be a minimum of two delegates assemblies hosted each academic year.

There shall be a minimum of one hosted in the fall semester and one in the spring semester. There may be more than two assemblies hosted each academic year at the discretion of the board.

ARTICLE 11: STANDING COMMITTEES

The formation of additional standing committees shall be at the discretion of the Board of Directors.

ARTICLE 12: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Society may adopt.

ARTICLE 13: AMENDMENTS

The process of amending these Bylaws shall be initiated by the Board of Directors, Delegates Assembly, or Internal Affairs Committee. Bylaws and other board policies should be reviewed for clarity and consistency at least once every other year. A two-thirds vote by the Board of Directors shall be required to approve any amendments. Amendments to the Bylaws shall be effective immediately.