

**BYLAWS OF STUDENTS AGAINST SEXUAL ASSAULT, a California unincorporated
association**

ARTICLE I. OFFICES

Revised as of July 8, 2019

Name.

Section 1.1. Name. The name of this unincorporated association is *Students Against Sexual Assault*, hereinafter referred to as “SASA” (“the Association”).

ARTICLE II. PURPOSES AND LIMITATIONS

General Purposes.

Section 2.1. General Purposes. The Association is a nonprofit unincorporated association and is not organized for the private gain of any person. The Association is organized exclusively for *public/charitable and educational* purposes within the meaning of [section 501\(c\)\(3\) of the Internal Revenue Code of 1986](#) [[26 U.S.C.A. § 501\(c\)\(3\)](#)], as amended (the “Code”).

Specific Purpose.

Section 2.2. Specific Purpose. Within the context of the general purposes stated above, the specific purpose of the Association shall be educational, by providing the UC, Santa Barbara and Santa Barbara City College campuses and their surrounding communities with information regarding consent and advocating to prevent sexual assault and harassment. The Association shall promote and create accessible resources for survivors.

Limitations.

Section 2.3. Limitations. Notwithstanding any other provision of these bylaws, the Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Association, and the Association shall not carry on any other activities not permitted to be carried on: (a) by an organization exempt from federal income taxes under [section 501\(c\)\(3\) of the Code](#) [[26 U.S.C.A. § 501\(c\)\(3\)](#)]; or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Code [[26 U.S.C.A. § 170\(c\)\(2\)](#)]. No substantial part of the activities of the Association shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office. No part of the net earnings of the Association shall inure to the benefit of any of its directors, trustees, officers, or to any individual. On the winding up and dissolution of the Association, after paying or adequately providing for

the debts, obligations, and liabilities of the Association, the remaining assets of the Association shall be distributed to an organization (or organizations) organized and operated exclusively for educational, charitable or religious purposes, and which has established its tax exempt status under [section 501\(c\)\(3\)](#) of the Code [[26 U.S.C.A. § 501\(c\)\(3\)](#)].

ARTICLE III.

DIRECTORS

Exercise of Association Powers.

Section 4.1. Exercise of Association Powers. Except as otherwise provided by these bylaws, the activities of the Association and all its powers shall be vested in and exercised by the board of directors. Every act or decision done or made by not less than a majority of the directors present at a meeting duly held and at which a quorum is present shall be regarded as an act of the board of directors. Without limiting the foregoing, the board shall have the power:

(a) to select, supervise, and remove the Association's officers, agents, and employees; to assign them duties necessary to achieve the objectives of the Association; and to determine compensation for them;

(b) to borrow money for the Association's purposes, and to authorize the execution and delivery of such notes, deeds of trust, mortgages, pledges, agreements, and other evidences of debt;

(c) to sue and be sued in its own name;

(d) to enter into and perform contracts in its own name. No member of the Association shall be individually or personally liable for the debts or liabilities contracted or incurred by the Association, as provided in [Corp. Code §§ 18605, 18610](#);

(e) to enter into any of the commercial transactions authorized by the Commercial Code;

(f) to purchase, receive, own, hold, lease, mortgage, pledge, or encumber by deed of trust or otherwise, manage, and sell real estate and other property;

(g) to receive gifts of real or personal property, in trust or otherwise, and to take and receive by will real or personal property;

(h) to adopt, alter, or cancel an insignia and to register that insignia, alteration, or cancellation in the office of the Secretary of State; and

(i) to have and exercise all other rights and powers now conferred, or that may be conferred, on the Association by law, or that do not contravene the law or public policy of California or of the United States.

Number and Qualification.

Section 4.2. Number and Qualification. The authorized number of directors of the Association shall be no more than 10 until changed by a duly adopted amendment of this Section 4.2.

Compensation.

Section 4.3. Compensation. Directors shall not receive a salary or compensation for their services as directors or as members of any committee.

Election and Term of Office.

Section 4.4. Election and Term of Office. All directors shall be elected by a majority vote of the current Directors of the Association. Directors shall hold office until the end of the academic school year. Each director shall hold office until the expiration of the term for which he, she, or they*¹ was elected and until a successor is elected and qualified.

Removal.

Section 4.5. Removal. A director may be removed as follows: by majority vote of the board removing a director: (i) who has been declared of unsound mind by an order of court or convicted of a felony involving a crime of moral turpitude; (ii) who has materially failed to observe the Association's rules of conduct; (iii) who has acted in a manner prejudicial to the objectives and interests of the Association; (iv) or has failed to fulfill their duties.

Vacancies.

¹ The pronoun 'they' is being used to indicate a single entity. All following uses of the pronoun in this manner will be indicated with an asterisk.

Section 4.6. Vacancies. A vacancy shall exist on the board of directors in the event of: (a) the death, resignation, or removal of any director; (b) an increase in the authorized number of directors; or (c) the failure of the members, at any meeting of members at which directors are to be elected, to elect the required number of directors. Vacancies in the board of directors may be filled by a majority vote of the remaining directors, though less than a quorum, or by a sole remaining director. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

ARTICLE IV. MEETINGS OF DIRECTORS

Regular Meetings.

Section 5.2. Regular Meetings. Regular meetings of the board of directors shall be held at least once a month, and at any other times designated by the board of directors. Regular meetings will be open to the public.

Special Meetings.

Section 5.4. Special Meetings. Special meetings of the board of directors may be called at any time by the president, the vice president, the University of California, Santa Barbara coordinator, the Santa Barbara City College coordinator, the Isla Vista community coordinator, the policy analyst, the publicity coordinator, or the secretary.

Notice of Meetings.

Section 5.5. Notice of Meetings. Notice of the time and place of all meetings of the board of directors shall be delivered personally or by telephone or sent by first-class mail addressed to each director at that director's address as it appears in the records of the Association, or by electronic mail. Mailed notices shall be deposited in the United States mail at least 14 days before the time of the holding of the meeting. Notices delivered personally, or by telephone, e-mail, telegram, telex or similar means shall be transmitted at least 48 hours before the time of the meeting. The notice need not specify the place if the meeting is to be held at the principal office of the Association. The notice need not specify the purpose of the meeting.

Adjourned Meetings.

Section 5.6. Adjourned Meetings. A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting of the board of directors to another time and place. Notice of the time and place for holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 72 hours.

Quorum.

Section 5.7. Quorum. Except to adjourn, a majority of the authorized number of directors shall constitute a quorum of the board of directors for the transaction of business. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, provided any action taken is approved by at least a majority of the required quorum for the meeting.

Action By Unanimous Written Consent.

Section 5.8. Action By Unanimous Written Consent. Actions by the board may be taken without a meeting if all members of the board consent in writing to the actions. Each written consent or consents shall be filed with the minutes of the proceedings of the board of directors.

ARTICLE V. COMMITTEES

Committees of Directors.

Section 6.1. Committees of Directors. The board of directors may designate and appoint members to one or more committees, each consisting of two or more directors, to serve at the pleasure of the board. All matters requiring an action of the board under these bylaws, however, must be presented to the board for approval. The time of regular meetings of committees may be determined either by resolution of the board or by resolution of the committee. The board may adopt rules for the governance of its committees, including attendance and quorum standards. The board may also fill vacancies on the committees.

Standing Committees.

Section 6.2. Standing Committees. The Association shall have the following standing committees:

- (a) **Publicity Committee.** This committee shall be responsible for marketing, advertising, and spreading awareness for all SASA campaigns, events, and promotional and educational materials.
- (b) **Fundraising & Revenue Committee.** This committee shall be responsible for the fundraising of the Association, which shall include, but not be limited to: discussing prospective events and methods to raise funds; planning, scheduling and organizing fundraising events; receiving bids and proposals from vendors for events; researching and applying for grant funds; and engage in any other activities appropriate and related to raising funds for the Association. This committee shall be responsible for reviewing the finances of the Association and its projects, and for making recommendations to the board regarding the financial matters of the Association.

ARTICLE VI. OFFICERS

Officers.

Section 7.1. Officers. The officers of the Association shall be a president, a vice president, a University of California, Santa Barbara coordinator, a Santa Barbara City College coordinator, an Isla Vista community coordinator, a policy analyst, a publicity coordinator, and a secretary. The Association may also have any other officers that the board of directors determines. Any two or more offices may be held by the same person.

Election and Removal of Officers.

Section 7.2. Election and Removal of Officers. The board of directors shall elect each of the officers of the Association and, subject to any rights under a contract of employment, each of the officers shall serve at the pleasure of the board of directors. An officer may be removed, with or without cause, by the board of directors. The board shall determine the compensation for its officers. Any officer may resign at any time by giving written notice to the Association. The board shall also fill vacancies in any office.

Powers and Duties.

Section 7.3. Powers and Duties. The officers of the Association shall have the powers and duties that are prescribed by the board of directors or these bylaws. Without limiting the foregoing, the following officers shall have the following powers and duties, subject to the control of the board:

(a) The president shall be the chief executive officer of the Association and shall have general supervision, direction, and control of the activities, officers, agents, employees, and property of the Association. He, she, or they* shall also act as the chair of the board of directors. The president shall have the power to sign papers and instruments on behalf of the Association.

(b) In case of the absence, disability, or death of the president, the vice president, if any, shall exercise all the powers and perform all the duties of, and be subject to all the restrictions upon, the president.

(c) The vice president shall serve as the presiding officer of SASA when the office of the president becomes vacant. He, she, or they* shall coordinate with all survivors' rights focused organizations. When necessary, the vice president shall join the president in executing papers and instruments on behalf of the Association.

(d) The University of California, Santa Barbara coordinator shall organize and execute programs on the University of California, Santa Barbara (UCSB) campus to promote the SASA mission statement. He, she, or they* shall serve as a liaison between SASA and the UCSB campus.

(e) The Santa Barbara City College coordinator shall organize and execute programs on the Santa Barbara City College (SBCC) campus to promote the SASA mission statement. He, she, or they* shall serve as a liaison between SASA and the SBCC campus.

(f) The Isla Vista community coordinator shall attend all community organization meetings when items relating to the SASA mission statement are on the agenda and directly affect the Isla Vista community. He, she, or they* shall coordinate all SASA events within the Isla Vista Community.

(g) The policy analyst shall research all administrative, local, state, and federal policies and laws which pertain to the SASA mission statement. He, she, or they* shall coordinate all lobbying efforts and create all material which pertain to policy information, research findings, and bill proposals.

(h) The publicity coordinator shall create and distribute flyers and all other advertisement materials. He, she, or they* shall be responsible for up-keeping all social media platforms and for promoting SASA events. The publicity coordinator shall hold recruitment events on an as-needed basis.

(h) The secretary shall keep the minutes of all meetings and related matters of the board of the Association. He, she, or they* shall be responsible for scheduling SASA Regular and Executive Meetings. The secretary shall maintain the books and records of the Association, and its properties and transactions. He, she, or they* shall organize all fundraising for SASA. The secretary shall be responsible for determining and writing all grant proposals.

ARTICLE VII. RECORDS

Maintenance of Association Records.

Section 8.1. Maintenance of Association Records. In addition to the books and records required to be maintained by the secretary of the Association, the Association shall keep a record of each member's name, address, and class of membership. The Association shall keep at its principal office the original or a copy of the articles of association and bylaws, as amended to date, as well as the minutes of all meetings.

Inspection by Directors.

Section 8.2. Inspection by Directors. Every director shall have the right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Association for a purpose reasonably related to the director's interests as a director.

ARTICLE VIII. CONSTRUCTION AND AMENDMENT OF BYLAWS

Bylaw Provisions Contrary to or Inconsistent with Provisions of Law.

Section 9.1. Bylaw Provisions Contrary to or Inconsistent with Provisions of Law. Any provision of these bylaws that is contrary to or inconsistent with any applicable provision of law, shall not apply as long as the provision of law remains in effect, but this result shall not affect the validity or applicability of any other portions of these bylaws.

Amending Bylaws.

Section 9.2. Amending Bylaws. Bylaws may be adopted, amended, or repealed by majority vote of the board of directors of the Association.

ARTICLE IX. GENERAL PROVISIONS

Instruments in Writing.

Section 11.1. Instruments in Writing. All checks, drafts, demands for money, and notes of the Association, and all written contracts of the Association, shall be signed or endorsed by the officers or agents provided in these bylaws or designated by the board of directors from time to time by resolution. No officer, agent, or employee of the Association shall have power to bind the Association by contract or otherwise, unless authorized to do so by these bylaws or by the board of directors.

Fiscal Year.

Section 11.2. Fiscal Year. The board of directors may, by resolution, adopt for the Association a fiscal year other than the calendar year and may, by resolution, change the fiscal year from time to time.

Indemnification.

Section 11.3. Indemnification. To the fullest extent permitted by law, the Association shall indemnify any person who is serving or has served as a member of the board of directors, as a member of a committee established by the board of directors or these bylaws, or as an officer of the Association, and that person's executor, administrator, and heirs, against all reasonable expenses, including, but not limited to, judgments, costs, and legal fees, actually and necessarily incurred by him or her in connection with the defense of any litigation, action, suit, or proceeding, either civil, criminal, or administrative, to which he, she, or they* may have been a party by reason of being or having been a board member, committee member, or officer. However, he, she, or they* shall have no right to reimbursement for matters in which

he, she, or they* has been adjudged liable to the Association for negligence or misconduct in the performance of his or her duties.