



LONG BEACH REGIONAL CONSORTIUM
Governing Board for the Long Beach Regional
California Student Opportunity & Access Program (Cal-SOAP)

GOVERNING BOARD BYLAWS

Article I
Name

The name of this organization shall be the Long Beach Regional California Student Opportunity Access Program (Cal-SOAP) Consortium, hereafter referred to the Consortium.

Article II
Composition of Governing Board

The Consortium can be governed by a board composed of at least one representative from the following education segments:

1. Representatives of outreach programs representing the University of California, the California State University, and the California Community Colleges, appointed by their respective governing boards
2. Representatives of private college and universities appointed by the Association of Independent California Colleges and Universities (AICCU)
3. Representatives of the California Postsecondary Education Commission (CPEC) appointed by that Commission
4. Secondary school staff appointed by the Superintendent of Public Instruction;
5. Persons representing the general public, one appointed by the Speaker of the Assembly and one by the Senate Rules Committee
6. Postsecondary students appointed annually by the California Postsecondary Education Commission
7. College campus financial aid officers appointed by the California Student Aid Commission.

(California Student Aid Commission Manual Ch1 Sec 4.2)

Article III
Mission, Goals, and Purpose

The mission of the Consortium is to expand educational and career opportunities for students from low-income families, schools or geographic areas with documented low eligibility or college participations rates, or from families in which they would be the first to attend college.

Long Beach Regional Cal-SOAP seeks to increase the accessibility of post-secondary educational opportunities for underrepresented high school students by providing services related to college preparation, career readiness, financial aid assistance, and academic motivation.



The intent of the Legislature is that the Cal-SOAP will accomplish the following goals:

1. Increase the availability of information to students about the existence of postsecondary education, the available sources of financial aid, and career opportunities
2. Improve students' access to higher education by raising their achievement levels
3. Reduce the duplication of services by coordinating outreach efforts

(California Student Aid Commission Manual Ch1 Sec 2.1)

Article IV Governing Board

The Consortium Governing Board sets the policy for the Cal-SOAP Project and oversees the performance of the Project Director. The Governing Board shall be the voting members of the Consortium.

Article V Structure of the Governing Board

Section 1. Governing Board Membership. The Consortium Governing Board shall be composed of at least one representative from each segmental level of the K-16 educational system in the greater Long Beach region, including at least one representative from each: a K-12 school or school district; community college; university; and at least one of the following: community organization, private accredited vocational or technical college, or public agency whose institution is a member of the Consortium. The minimum number of Governing Board members shall be **7**, with a maximum of **15** voting members. Voting members shall be designated by their respective institutions. Only one voting member per institution, agency or organization is permitted, with each member required to provide documentation serving as proof of their institution's differentiation from the others present within the Consortium. Each voting member is encouraged to have an identified alternate. A voting member can vote in-person, electronically, by teleconference or by signed proxy.

Section 2. Executive Officers. The Consortium Governing Board shall elect, by simple majority, a Chairperson, Vice-Chairperson, and Treasurer as Executive officers of the Governing Board. Annual elections of officers will take place at the regular Board meeting no later than June. Executive officers will serve a two-year term, with the option to continue in the elected position for a second term if approved by simple majority. The Executive Officers shall provide the general direction to the Cal-SOAP Project Director and oversee all major programs and activities with input from the fiscal agent. The Executive Committee will articulate the needs, desires and interests of the Governing Board concerning project programs and activities, and monitor compliance with regulations governing the project as specified by the California Student Aid Commission and the fiscal agent.



Section 3. Executive Committee. An Executive Committee of the Consortium Governing Board shall only be formed if additional support is necessary, and shall be composed of elected members of the Governing Board. Decisions reached by the Executive Committee by a simple majority vote shall be submitted to the Governing Board for final ratification and action. Fiscal and personnel decisions shall be in accordance with policies and regulations of California Student Aid Commission and the fiscal agent.

Sections 4. Official Role of the Elected Officers and Appointed Project Director

- A. Chairperson** shall be responsible for (1) convening and chairing all Governing Board meetings; (2) setting agendas; (3) directing Governing Board business; (4) establishing committees; (5) appointing committee members; (6) holding Executive Officer meetings on a routine basis prior to the General Board meetings; (7) signing for contracts on behalf of the Governing Board; and upon end of term; (8) turning over all correspondence and other records to the newly elected Chairperson.
- B. Vice-Chairperson** shall be responsible for (1) assisting the Chairperson as needed; (2) substituting for the Chairperson as needed; and upon end of term; (3) turning over all correspondence and other records to the newly elected Vice-Chairperson.
- C. Treasurer** shall be responsible for (1) quarterly reviews of the financial reports for the Cal-SOAP Project; (2) consulting with the Consortium fiscal agent and/or Project Director on fiscal safeguards; (3) providing a brief report to the Governing Board on the status of expenditures in relation to the annual program budget; (4) notifying in writing any non-compliance consortium members (i.e. those who have failed to submit In-Kind documentation by the listed deadlines, and/or failed to attend at least 50% of the scheduled General meetings) ; (5) working with the fiscal agent and Cal-SOAP project staff to prepare for audits and upon end of term; (6) informing current Governing Board members of all those out of compliance with membership requirements, and subsequently admonishing said members by writing a notice of probation/termination of their voting membership by the end of the 2nd quarter; and (7) turning over all correspondence and other records to the newly elected Treasurer.
- D. Long Beach Regional Cal-SOAP Project Director** is responsible for the day-to-day operation of the Cal-SOAP program including the office, staff, programs, and activities to accomplish the mission of the Consortium. The Director is to make decisions in accordance to the agreed upon direction set by the Governing Board. The Director shall report to the Governing Board all fiscal matters, community involvement, program services and events, and statewide mandates that affect the Consortium. Furthermore, the Project Director is responsible for all professional and student staff and shall hire, train, supervise, assign duties, and evaluate Cal-SOAP employees in accordance with the fiscal agent and other hiring institutions or school districts policies and procedures. As an employee of California State University, Long Beach Foundation, the Project Director shall be subject to the rules and regulations of the CSULB Foundation in employment



and fiscal issues. The Project Director shall receive a joint annual evaluation annually from the Consortium Governing Board and the fiscal agent.

Section 5. Voting Procedures. All matters submitted for vote will be carried by a simple majority of a quorum of the voting board members. Quorum is defined as 50% + 1 of the voting members. In the absence of a quorum, any business transaction is null and void, but may be reintroduced and ratified at a subsequent Board meeting at which a quorum is present. Votes may be made electronically via email. A proxy vote may be given in writing or electronically via email, by teleconference or in person by designated alternate. Once notice of a voting item has been relayed to all Consortium Governing Board Members, each member will be given two weeks to answer. Failure to respond within the allotted time will be recorded as an abstention, and only the votes received within the two-week period will be counted.

Article VI Membership

Section 1. Voting Membership. Membership in the Consortium is composed of K-12 schools and school districts, postsecondary education institutions, businesses or industry, community organizations, and public agencies serving the Consortium.

An institutional member must:

- A. Provide direct annual financial support of \$1,000 or more for activities, **OR**
- B. Provide annual in-kind contributions of a value of \$1,000 or more to specific activities.
- C. Provide appropriate documentation, referred to as Commitment of Fiscal and/or In-kind Support: Form A and Summary of Actual Fiscal and/or In-kind Support: Form B, of support and contributions quarterly annually with the fourth quarter report.
- D. Attend or assign a representative to attend Consortium General Board Meetings, and demonstrate participation through deliverance of necessary signed In-Kind forms by the dates agreed upon by the Executive Officers.

The total contribution in items A and/or B of \$1,000 or more each year may be a combination of the above. Members who fail to meet the minimum commitments listed in items A, B, C, and D above **may** have their membership in the Consortium terminated.

Section 2. Non-Voting & Advisory Membership. Non-Voting and/or Advisory members are invited to join the Consortium as community partners and do not need to meet minimum in-kind contributions. Non-voting community partners that have not met voting membership requirements may only attend meetings, or provide a professional educational advisement if requested by the Governing Board. Voting rights are **not** given to such attendees, even if quorum is needed and not met by the currently listed members of the Consortium.

Section 3. General Board Meetings. At minimum, General Board Meetings are held quarterly and whenever deemed essential to carry-out CalSOAP Project duties. General Board Meeting



dates will be decided upon, and held to discuss regional, district, and project issues. All member institutions and organizations are expected to send a designee who will represent their organization and actively participate in Consortium planning activities (Article VI).

Section 4. New Members. Institutions, programs, or agencies which are not currently members of the Long Beach Regional Cal-SOAP Consortium may request to become members provided they agree to the Consortium mission, strategic goals and purpose established in Article III and appropriate responsibilities listed in Article VI, Section I, A, B, C and D. New members must provide a written letter of support and a commitment of fiscal and/or In-kind Support: Form A, which can be shared with them through the Recruitment Packet by any voting member of the Governing Board. Once new potential members have submitted all the required materials, their membership must be approved by a vote of the Governing Board prior to any formal invitation to join is sent from the Chair. Once initiated, the new member is now subject to all the regulations outlined within these Bylaws.

Section 5. Probation and Termination of Membership.

- A. Grounds for Probation/Termination:** A member may be placed on probation, designated as inactive, or have their membership revoked for the following reasons:
1. Failure to meet minimal financial and/or in-kind contributions as listed in Article VI, Section I.
 2. Members deemed out of compliance with submissions of Forms A and B.
 3. Failure to attend at least 50% of annually scheduled board meetings.

B. Process for Probation/Termination:

1. The Consortium Treasurer shall notify members in writing that they are out of compliance according to Article VI, Section I after giving his/her compliance review during the 2nd quarter meeting.
2. The Consortium Treasurer will give a two-week opportunity for members to gain compliance by submitting Forms A and/or B, making financial or in-kind contributions for the year, agreeing to attend the rest of the calendared meetings within the fiscal year, and/or providing a new attendee to represent their institution.
3. After the two-week grace period, the Governing Board will then call into question a probationary status for the member(s).
4. All members that hold a probationary status at the end of the year will next have their membership called into question for termination at the last general meeting of the fiscal year.

C. Voluntary Termination of Membership

1. Members may voluntarily terminate membership in the Consortium by sending a letter or email indicating the effective date of voluntary termination.



Section 6. Reinstatement of Membership. Terminated members may petition the Governing Board to reinstate their membership as determined by the Governing Board. Any reinstatement of membership must have a simple majority vote at a regularly scheduled board meeting of the Governing Board to be official. If the terminated member(s) receives enough votes to be reinstated, they may rejoin under a probationary basis until they illustrate consistency of that which is required to be a voting member (Article VI) throughout the first half of the next fiscal year.

Article VII Meetings

Section 1. General Board Meetings. General Board Meetings are open to all members and interested outreach program staff, school and district personnel and other service providers who work at Cal-SOAP school sites. Agendas for each quarterly meeting will be sent out to all voting members of the Consortium at least one-week prior to meeting date. All Governing Board member institutions and organizations are expected to send a designee who will represent their organization and actively participate in Consortium planning activities. A designated Cal-SOAP staff member will be present at all meeting to record minutes and insure they are made available to all board members by posting both agendas and minutes publically on the Cal-SOAP website.

Section 2. General Board Meetings Frequency. General Meetings of Consortium Governing Board shall be held, at minimum, quarterly and shall be open to all project staff and visitors. Written notification of board meetings will be sent at least two weeks prior to the meeting dates.

Section 3. Executive Committee Meetings. The Executive Committee shall meet when necessary to deal with urgent issues or when further discussion and decision-making is needed with prior notice to the convening of this body. There shall be at least one meeting set before the quarterly meetings in, either electronically or in person, each fiscal year, and any additional meetings will be at the call of the Chair.

Article VIII Fiscal Procedures and Responsibilities

Section 1. Selection of Fiscal Agent. The Consortium Governing Board shall negotiate a mutually acceptable agreement with a member of the Consortium to serve as Fiscal Agent. The current fiscal agent is the California State University, Long Beach (CSULB) Research Foundation for the Long Beach Cal-SOAP Consortium agent.

Section 2. Duties of Fiscal Agent. The duties and responsibilities of the fiscal agent are as follows in accordance to the California State Aid Commission Manual Ch. II Section 3.1

1. Becoming familiar with Cal-SOAP requirements especially as they relate to fiscal matters



2. Reporting to the board, keeping the Project Director informed and answering queries about fiscal matters
3. Ensuring all financial transactions are in compliance with program requirements, are adequately documented, and auditable
4. Implementing adequate fiscal controls to ensure Cal-SOAP funds are safeguarded from unauthorized use
5. Overseeing the accounting of receipt and expenditure of funds of the consortium
6. Signing the Cal-SOAP agreement between the Consortium and Commission (along with the Chair of the Governing Board and Project Director)
7. Signing reimbursement requests (along with the Project Director and Governing Board Chair)
8. Monitoring budgets, reconciling ledgers and bank accounts, and ensuring proper fiscal closing
9. Establishing processes and procedures that ensure adequate monitoring of purchase requisitions and orders
10. Maintaining the records for the inventory of equipment
11. Monitoring expenditures for validity of charges, including the time charged by employees to the program

Section 3. Fiscal Reporting.

A. Form A: Consortium Membership and Matching Resource Commitment

Consortium members may contribute matching resources as follows:

- a. Cash
- b. Federal Work-Study or Student Employee Earnings
- c. In-Kind (General)
- d. In-Kind (Restricted)
- e. Or a combination thereof totaling no less than \$1,000 annually.

This commitment of resources is an institutional financial commitment. Therefore, the person who signs the Form A on behalf of the Consortium should be a member of that institution or organization. The Form A shall be submitted once per year by each member of the Consortium and is due during the first quarter of each fiscal year. Any consortium member that has not submitted its Form A by the due date designated by the Treasurer and Cal SOAP Director will be considered out of compliance.

- B. Form B: Quarterly Matching Resource Report.** Form B represents the actual money spent or in-kind support given during the fiscal year by each member institution. At a minimum, each Consortium Governing Board member must submit Form B by the end of the 2nd quarter of the fiscal year.



Article IX Conflict of Interest Policies

All members are responsible for initiating any additional written agreements or memorandum of understanding agreements as deemed necessary by their respective institutions. Any such documents of agreement shall be submitted to the Governing Board for approval and signed by the Governing Board Chairperson.

Members of the Consortium must not participate in activities involving the use of contract funds where there is a financial interest or benefit:

- a. To him or herself, immediate family, partners, organization (other than a public agency in which he or she is serving as an officer, director, trustee, partner or employee); or
- b. To any person or organization with whom he or she is negotiating or has any arrangement concerning prospective employment.

Members of the Consortium must avoid actions that result in, or create the appearance of:

- a. Using an official or grant-funded position for personal gain;
- b. Giving preferential treatment to a particular person or project;
- c. Losing independence or impartiality;
- d. Making a decision outside official channels; or
- e. Adversely affecting the confidence of the public in the integrity of the program.

Article X Amendments

The Bylaws may be amended at any general meeting of the Governing Board at which a quorum is present. A simple majority vote of the quorum is required to change the Consortium Bylaws. Notice of at least two weeks must be given to modify these Bylaws.