


**RESOLUTION OF THE BOARD OF DIRECTORS OF TORO AUXILIARY PARTNERS  
APPROVING REVISIONS TO THE BYLAWS RELATED TO AUDIT ACCEPTANCE AUTHORITY  
AND COMMITTEE MEMBERSHIP PHRASING**

- WHEREAS,** Toro Auxiliary Partners (TAP) continues to improve its governance practices in alignment with best practices across the California State University (CSU) system; and
- WHEREAS,** the organization has attained a fully participatory Board of Directors, prompting the need for increased operational flexibility, responsiveness, and accountability; and
- WHEREAS,** the proposed bylaws revisions authorize the TAP Audit Committee to formally accept the annual audit report on behalf of the Board of Directors and present the report to the full Board for informational purposes, ensuring compliance with CSU Chancellor’s Office deadlines and reducing administrative delays due to scheduling and quorum constraints; and
- WHEREAS,** additional revisions to committee membership language introduce “at least” phrasing to existing bylaws requirements—specifically, requiring at least three (3) members for the Audit and Nominating Committees and at least five (5) voting members for the Business Innovation and Finance and Investment Committees—thereby enabling scalability and efficient committee function without necessitating future bylaw amendments;

**THEREFORE, IN CONSIDERATION OF THE FOREGOING, IT IS RESOLVED AS FOLLOWS:**

- RESOLVED,** that the TAP Board of Directors does hereby approve the proposed revisions to the TAP Bylaws, including the authorization of the Audit Committee to formally accept the annual audit report on behalf of the Board and present it for informational purposes, as well as amendments to standing committee membership phrasing to reflect minimum thresholds that support governance flexibility and future expansion.
- RESOLVED,** that the Bylaws shall be updated to reflect that the Audit and Nominating Committees must each include at least three (3) members to provide flexibility in committee composition while maintaining oversight integrity;
- RESOLVED,** that the Bylaws shall further be updated to require at least five (5) voting members for the Business Innovation Committee and the Finance and Investment Committee, supporting robust participation while allowing scalable growth in alignment with organizational needs.

Adopted this 12<sup>th</sup> day of June 2025.

  
Nicole Harper Rawlins, Chair (12:37 EDT)  
CSUDH Toro Auxiliary Partners  
Board of Directors

Attest: Patrick West  
Patrick West (Jun 20, 2025 13:43 PDT)  
Pat West, Vice Chair  
CSUDH Toro Auxiliary Partners  
Board of Directors