

**RESOLUTION OF THE BOARD OF DIRECTORS OF TORO AUXILIARY PARTNERS
APPROVING AMENDMENTS TO THE TAP CONSTITUTION AND BYLAWS REGARDING GOVERNANCE
STRUCTURE AND DELEGATION OF SIGNATURE AUTHORITY**

- WHEREAS,** Toro Auxiliary Partners (TAP) continues to refine its governance framework to better align with the University’s current leadership structure, CSU auxiliary expectations, and the Delegation of Signature Authority approved by the University President; and
- WHEREAS,** the existing TAP Constitution and Bylaws historically designated the Executive Director as General Manager, Chief Executive Officer, and Chief Operating Officer of the Corporation, with related responsibilities for carrying out programs, providing notice of Board meetings, serving as an ex officio member of Board committees, and executing contracts and other instruments on TAP’s behalf; and
- WHEREAS,** TAP has since transitioned to a post–Executive Director structure in which administrative leadership and financial oversight are provided through a Board-designated administrative officer and the University Vice President for Administration and Finance, supported by a University-approved Delegation of Signature Authority that identifies which positions may sign obligations and other binding instruments for TAP; and
- WHEREAS,** the proposed amendments to the TAP Constitution and Bylaws (a) replace prior references to the Executive Director with a Board-designated administrative officer who serves as general manager and chief executive officer for TAP, supports Board processes, and serves as an ex officio member of Board committees, (b) designate the University Vice President for Administration and Finance as TAP’s Chief Financial Officer and an ex officio member of key finance-related committees, and (c) realign language regarding who may sign evidence of indebtedness, deeds, mortgages, bonds, contracts, and other instruments so that such authorities are exercised consistent with the current Delegation of Signature Authority; and
- WHEREAS,** the amendments further update committee-related provisions to reflect current titles and responsibilities, including clarifying that references to the University Associate Vice President for Finance in the Audit Committee provisions are updated to Associate Vice President for Business and Finance, and revising the Executive Committee’s evaluation responsibility from a specific Executive Director evaluation to a broader executive leadership evaluation; and
- WHEREAS,** the Executive Committee has reviewed the proposed amendments, as reflected in the memorandum dated December 9th, 2025 and the accompanying redlined Bylaws and recommends their adoption by the Board of Directors;
- THEREFORE, IN CONSIDERATION OF THE FOREGOING, IT IS RESOLVED AS FOLLOWS:**
- RESOLVED,** that the Board of Directors of Toro Auxiliary Partners hereby approves the amendments to the TAP Constitution and Bylaws regarding governance structure and delegation of signature authority, substantially in the form presented in the December 7th, 2025 revised Bylaws and the accompanying December 9th, 2025 Executive Committee memorandum; and
- RESOLVED,** that these amendments supersede any prior Bylaws or constitutional language that designated the Executive Director as General Manager, Chief Executive Officer, Chief Operating Officer, ex officio committee member, or primary signatory for TAP obligations, and confirm that authority to sign evidence of indebtedness and other binding instruments shall be exercised in accordance with the current TAP Delegation of Signature Authority approved by the University President; and
- RESOLVED,** that the Board-designated administrative officer, in coordination with the Secretary-Treasurer and the University Vice President for Administration and Finance, is authorized and directed to incorporate these amendments into the official TAP Constitution and Bylaws, maintain and distribute updated copies to Board members and relevant University offices, and make any conforming updates to related TAP policies and committee charters necessary to reflect the revised governance structure.

Adopted this 18th day of December 2025.

Nicole Harper RAWLINS

Nicole Harper RAWLINS (Jan 6, 2026 13:59:37 PST)

Nicole Harper Rawlins, Chair
CSUDH Toro Auxiliary Partners
Board of Directors

Attest: *Patrick West*

Patrick West (Jan 8, 2026 17:41:16 PST)

Pat West, Vice Chair
CSUDH Toro Auxiliary Partners
Board of Directors