

USAC Student Wellness Commission CONSTITUTION

*We, the Students of the Student
Wellness Commission,* in Order to form a more perfect

Commission, establish Wellbeing, ensure domestic Tranquility, provide for the common cold, promote the general Welfare, and secure the Blessings of Health to ourselves and our Peers, do ordain and establish this Constitution for the Student Wellness Commission.

Article I. Statement of Purpose

The purpose of the Undergraduate Students Association Council (USAC) Student Wellness Commission (SWC) is as follows:

Section 1. Mission

We, the USAC Student Wellness Commission, affirm that student well-being goes hand-in-hand with both physical and psychological health as well as academic success. Therefore, we tend to the needs of undergraduate students in these areas. In this way, SWC promotes the holistic well-being of the student body. Through our diverse programs and projects, we address issues concerning the students' physical and mental health, campus safety, academic success, retention, and awareness about issues and philanthropy as we give the students the opportunity to take part in programs that benefit certain non-profit organizations related to UCLA or other non-UCLA organizations related to improving health and well-being of others. The USAC Student Wellness Commission strives to not only keep the student body informed of current health issues, but also to empower them to maintain a healthy lifestyle, foster a sustainable environment, and build a healthier community.

Section 2. Students

The Student Wellness Commission shall promote the holistic well-being of the student body, and shall implement programs that are inclusive to all UCLA students and address the students' health and well-being.

Section 3. Campus & Community

The Student Wellness Commission shall implement programs and events to improve student health and welfare on the UCLA campus and the surrounding community, and will interact with relevant organizations (both on and off campus) in promoting student health and welfare issues.

Section 4. Committees

The Student Wellness Commission is comprised of multiple sub-committees, each having a particular area of focus in promoting student health and welfare. Through these committees, SWC continually addresses these different areas. The Student Wellness Commission shall remain open to new areas of focus in the event that the need for them arises and/or new ideas for programs are proposed.

Section 5. Undergraduate Students Association Council (USAC)

The Student Wellness Commission, through the Student Wellness Commissioner, shall represent its committees and affiliates in the Undergraduate Students Association Council, which is the governing body of the Undergraduate Students Association (USA) whose membership is comprised of every UCLA undergraduate student.

Article II. Statement of Non-Discrimination

The Student Wellness Commission, in accordance with applicable Federal and State law and University Policy, does not discriminate based on race, color, national origin, religion, sex, disability, age, medical condition (cancer related), ancestry, marital status, citizenship, sexual orientation, or status as a Veteran or special disabled Veteran.

The Student Wellness Commission also prohibits sexual harassment. This non-discrimination policy covers organization membership, access to organization programs and activities, and the general treatment of members in the organization.

Article III. Provision for Release of Financial Records

The Student Wellness Commission recognizes the importance of maintaining safe, secure, and efficient operations to effectively represent the UCLA student population and properly address the health and well-being of the student population. The Student Wellness Commission will make financial records available to authorized University officials upon request.

Article IV. Executive Board

Section 1. Organizational Structure & Composition

[1] The Executive Board shall function to oversee all committees within the Student Wellness Commission, to unify the commission as a whole, and to ensure the success of the programs. The Executive Board shall also serve as a consultant for the committees to promote and maintain communication, efficiency, and unity within SWC.

[2] Executive Board. The Executive Board (E-Board) shall be a standing committee that consists of:

1. Commissioner
2. Chief of Staff
3. Chief of Logistics
4. Specific Executive Board Directors:
 - i. Corporate Relations Director
 - ii. Design Director
 - iii. Finance Director
 - iv. Publicity Director
 - v. Public Relations Director
 - vi. Staff Development Director
 - vii. Volunteer Director
 - viii. Webmaster
5. Task Force Directors
6. Executive Board Staff Members

Section 2. Description of Positions & Responsibilities

The roles and responsibilities for E-Board members are as follows:

[1] Commissioner. The Commissioner shall be responsible for overseeing all aspects of running the commission, approving projects, running meetings, making appointments to vacant positions, and representing the commission in USAC. The Commissioner shall also appoint all committee directors for projects that the Student Wellness Commission has undertaken.

- [2] Chief of Staff. The Chief of Staff shall be responsible for directly assisting the Commissioner in overseeing and maintaining the programming efforts of SWC. The Chief of Staff shall also fill in when the Commissioner is absent, resolve staff conflicts, uphold University and internal commission rules or policies, and oversee any other aspects of running the commission. The Chief of Staff shall monitor the committees' performance and ensure their unification with one other and with the Executive Board. The Chief of Staff shall also support the Commissioner and the Chief of Logistics in their duties.
- [3] Chief of Logistics. The Chief of Logistics shall be responsible for directly assisting the Commissioner in planning the logistics and details of the programs. The Chief of Logistics shall prepare specific outlines for all major SWC events, and serve as the liaison between SWC and on-campus entities to reserve venues and large campus facilities. The Chief of Logistics shall oversee the internal affairs of the office (e.g. archive meeting minutes, order office supplies, maintain order and organization in the office) to ensure efficiency of SWC and the respective committees. The Chief of Logistics shall document and organize images from all SWC events throughout the year. The Chief of Logistics shall also support the Commissioner and Chief of Staff in their duties.
- [4] Specific Executive Board Directors. The Specific Executive Board Officers shall be responsible for aiding the committees with particular aspects of their programming, outreach, advertising, and volunteering. The specific Executive Board Chair positions consist of the following:
1. Design Director. The Design Chair shall design all flyers, posters, t-shirts, etc.
 2. Corporate Relations Director. The Corporate Chair shall outreach to corporate sponsors in order to expand the reach of programs.
 3. Finance Director. The Finance Director shall be responsible for overseeing and creating budgets for all committees, and for assisting E-Board and committee staff with financial questions and concerns. The Finance Director shall also be responsible for applying to different sources of funding in order to effectively carry out SWC programs and events. The Finance Director shall prepare funding templates for various sources on a yearly basis. Committees must provide the E-Board with a tentative list of programs for the year as well as costs prior to September.
 4. Publicity Director. The Publicity ~~Chair~~ Director shall increase public awareness of SWC through advertisement of the commission and committees' events. The Publicity Director shall be responsible for creating a publicity template to be applied to all programs from the commission. The Publicity Director shall meet with committee publicity chairs at least once a month to delegate responsibilities.
 5. Public Relations Director. The Public Relations Chair shall outreach to on-campus student groups in order to expand the reach of programs.
 6. Staff Development Director. The Staff Development Director shall facilitate interaction and emphasize unity between all committees within the commission.
 7. Volunteer Director. The Volunteer Chair shall increase knowledge of SWC volunteer opportunities among UCLA students, assist SWC committees in recruiting and retaining staff and volunteers, and ensure member's attendance at events, meetings, and office hours.
 8. Webmaster. The Webmaster shall maintain and update the SWC website, including all resources available on it.
- [5] Task Force Directors. Task Force Directors shall be responsible for organizing and addressing the current needs of the student body. The needs determined by the Student Wellness Commissioner shall be evaluated on a yearly basis. Task Force Directors may choose to become Committee Directors, at the discretion of the Executive Board, at the end of their term.
- [6] Executive Board Staff Members. Executive Board Staff Members shall be responsible for supporting Specific Executive Board Directors and/or Task Force Directors

Section 3. Eligibility

All Executive Board members must be members of the Undergraduate Students Association (USA), whose membership is comprised of every UCLA undergraduate student.

Section 4. Appointments to Positions

- [1] All appointments made to the Executive Board positions, with the exception of the Commissioner, shall require a simple majority vote of the current Executive Board. Any Executive Board member who is seeking a position on the Executive Board shall refrain from voting due to conflict of interest.
- [2] The number of individuals appointed to each Specific Executive Board Chair or Staff Member position and the allocation of duties and responsibilities will be at the discretion of the Commissioner and the current Executive Board at the time of appointment.
- [3] The appointment and election of the Commissioner shall abide by the rules, regulations, and procedure of the governing ASUCLA Election Board Code.

Section 5. Term of Service

All appointed Executive Board members are committed to the full academic term quarters to which they were appointed.

Section 6. Office Hours

All Executive Board members are required to hold at least one 1-hour long office hour per week or as determined by the current Executive Board.

Section 7. Voting

In the case where a majority's vote is needed to be casted within the Executive Board, each Executive Board member, with the exception of the Executive Board Staff Members, is allotted one vote unless a conflict of interest is present.

Section 8. Dismissal

- [1] Should any Executive Board member commit wrongdoing or fail to fulfill his or her responsibilities, said individual may be recommended for dismissal.
- [2] If the Commissioner is recommended for dismissal, the recommendation along with a list of grievances shall be presented to USAC and steps shall be taken according to the USAC Constitution and Bylaws, if approved by a three-quarters majority vote of both the Executive Board and the Directors.
- [3] Any Executive Board member, if recommended for dismissal, may be removed by a three-quarters majority vote of the Executive Board.
- [4] Dismissal is based on an evaluation and discussion of Executive Board members
- [5] Any Executive Board member may be dismissed for absenteeism. Absenteeism is defined as nonparticipation in 25% of meetings, events, or office hours. Dismissal for absenteeism shall be evaluated on a case-by-case basis, and shall be determined at the discretion of the Executive Board.
- [6] Any Executive Board member may be dismissed for not abiding to the ASUCLA Bylaws or the UCLA Code of Conduct.

Section 9. Resignations

- [1] Resignation by any E-board member must be submitted in writing or verbally to the Commissioner at least 3 weeks prior to the intended date of resignation.
- [2] If the stipend is given on a bi-weekly basis, the resigner's stipend will only include the complete weeks that he/she held the position prior to resignation.
- [3] If the stipend is given on a quarterly basis, the resigner's stipend will only include the complete quarters that he/she held the position prior to the resignation.
- [4] The resigning E-Board member must train the replacing E-Board member prior to the intended date of resignation.

Section 10. Vacancies

- [1] A vacancy shall be defined as the condition in which the responsibilities of a position are not being fulfilled properly due to absence of or neglect by the individual holding that position.
- [2] Vacancies shall fall into two categories: a temporary leave of absence or a permanently vacated position.

[3] Commissioner vacancy

1. In the event the Commissioner position becomes vacant, a succeeding officer shall immediately assume the responsibilities of Commissioner as enumerated in Article IV Section 2.1 until the end of the vacancy period.
2. The individual succeeding the Commissioner shall be referred to as “Acting Commissioner.”
3. The order of succession for the Commissioner shall be as follows:
 - i. Chief of Staff
 - ii. Chief of Logistics

[4] Executive Board vacancies

1. In the event the Chief of Staff position becomes vacant, the Chief of Logistics shall immediately assume all responsibilities of the Chief of Staff until the end of the vacancy period.
2. In the event the Chief of Logistics position becomes vacant, the Chief of Staff shall immediately assume all responsibilities of the Chief of Logistics until the end of the vacancy period.
3. If the Chief of Staff or Chief of Logistics is determined to be a permanently vacated position, the Commissioner shall appoint a new individual to fill the vacancy.
4. In the event all Executive Board positions are vacant and the individual appointed as Acting Commissioner cannot fulfill his or her responsibilities, the individual appointed as Acting Commissioner shall appoint another Director to become the new Acting Commissioner.
5. If the vacancy for Commissioner is deemed to be a permanently vacated position, the SWC committees shall nominate an in-house candidate for Student Wellness Commissioner.
6. All procedures for approving the nominee as Student Wellness Commissioner shall proceed as delineated in the USAC Constitution and Bylaws.

- [5] The Commissioner shall make final appointments to vacant offices, but other officers may submit recommendations.

Article V. Committees

Section 1. Organizational Structure & Composition

- [1] The committees under the Student Wellness Commission shall function to address different aspects of health as pertinent to the UCLA student body population. The different aspects of health shall consist of but not be limited to the following: mental health, physical health, nutrition, gender and global health.
- [2] Committee Positions. The committee positions shall consist of:
1. Director
 2. Assistant Director
 3. Committee-Specific Staff

Section 2. Description of Positions & Responsibilities

The roles and responsibilities for committee positions are as follows:

- [1] Director. The Director shall lead and oversee all aspects of their respective committee. The Directors shall direct events and programs as appropriate to their committee’s goals and mission statement and in conjunction to the mission statement of the USAC Student Wellness Commission. They shall be the liaison between the committees and the Executive Board, create and promote unity and correspondence between the committees and E-Board, and must support other SWC Directors, committees, and events. Directors shall also be responsible for reporting back to the Commissioner on any updates or upcoming events on a regular basis as deemed appropriate by the Commissioner. Directors shall also consult both the Executive Board and the CSP Advisor prior to holding any events or programs, and shall have their events and programs approved by the Commissioner a minimum of two weeks prior to the event date.

- [2] Assistant Director. The Assistant Director shall directly assist the Director in overseeing and maintaining the programming efforts of their respective committee in SWC. The Assistant Director shall assume the role and responsibilities of the Director in the absence of the Director, and shall help the Director with miscellaneous tasks to help the committee function efficiently
- [3] Committee-Specific Staff. Committee-Specific Staff members shall fulfill the requirements implemented by the Director and Assistant Director. Each committee as may have their own set of Committee-Specific Officers, and they shall fulfill various roles as appropriate for their committees.

Section 3. Appointments to Positions

- [1] All appointments made to the Director position shall require a simple majority vote of the current Executive Board, with the input of the current Director of the respective committee taken into account. Any Director who is seeking to continue term as Director shall refrain from providing input due to conflict of interest.
- [2] The number of individuals appointed to the Director position will be at the discretion of the Commissioner and the present Executive Board at the time of appointment, with the input of the current Director of the respective committee taken into account.
- [3] Appointments made to the Assistant Director and Committee-Specific Staff positions shall be made at the discretion of the Director.

Section 4. Eligibility

All staff members must be members of the Undergraduate Students Association (USA), whose membership is comprised of every UCLA undergraduate student.

Section 5. Term of Service

All staff members are committed to the full academic term quarters to which they were appointed.

Section 6. New Committee Inclusion

For a new committee to be included as a part of SWC, hence becoming an official SWC committee, said committee must be approved by a two-thirds majority vote of the Executive Board and must be approved by the CSP Advisor.

Section 7. Commission Funding

- [1] Committee Directors are required to submit a formal funding proposal to the Executive Board at least four weeks prior to the upcoming academic year.
- [2] Each committee must present a formal evaluation of their programming and use of funding at the end of each academic quarter.
- [3] Additional funding will be evaluated by the E-Board on a case by case basis.

Section 8. Expectations

- [1] All committees shall be required to meet expectations as set forth by SWC, the Associated Students UCLA (ASUCLA), and the Center for Student Programming (CSP).
- [2] Should a committee fail to meet such expectations, said committee shall be subject to consequences set forth by SWC or its CSP Advisor. Such consequences may include:
1. Reductions and restrictions of privileges
 2. Holds on administrative processing
 3. Mandatory meetings with an SWC Executive Board member or CSP Advisor
 4. Imposition of additional regulations and requirements
 5. Removal of SWC affiliation

Section 9. Voting

- [1] All committees are eligible to vote.
- [2] Each committee is allocated exactly one vote.
- [3] Only the Director has the authority to cast the vote for their respective committee.

- [4] In the case where a committee has co-Directors, the co-Directors must come to a consensus for the vote, and only one vote may be casted between the co-Directors.
- [5] Only in the case where a Director is not present, the Assistant Director is able to cast the vote.
- [6] In the case where neither a Director nor Assistant Director is available to cast the vote, the Director may be allowed to designate one of his or her staff members to be a proxy to represent the committee.
- [7] The proxy chosen by the Director to represent the committee may be neither a member of the Executive Board nor the Director of another committee due to a conflict of interest.
- [8] No person may have more than one vote on any action item taken to the table.
- [9] In a situation where a person may have more than 1 vote, that person must vote according his/her primary position.

Section 10. Dismissal

- [1] Should any Director or staff member commit wrongdoing or fail to fulfill his or her responsibilities, said individual may be recommended for dismissal. A Director deemed eligible for dismissal may be dismissed by a three-quarters majority vote of the Executive Board.
- [2] Should any committee misrepresent SWC in any form or manner, or misrepresent USAC in any form or manner, the committee may be automatically dismissed. Automatic dismissal must be approved by the CSP Advisor.
- [3] A committee deemed eligible for dismissal shall be dismissed by a three-quarters majority vote of the Executive Board.
- [4] Dismissed committees shall completely forfeit all SWC funding and shall comply with removal procedures as specified by the terms of dismissal.

Section 11. Resignations

- [1] Resignation by any Director must be submitted in writing or verbally to the Commissioner at least 2 weeks prior to the intended date of resignation.
- [2] The resigner's stipend will only include the days he/she held the position prior to resignation.
- [3] In the case where a Director wishes to resign his or her position and there is a co-Director present, the co-Director will become the only Director for the committee.
- [4] In the case where a Director wishes to resign his or her position and there is no co-Director, the Assistant Director will replace the resigning Director.

Section 12. Vacancies

- [1] Director vacancy
 - 1. In the event the Director position becomes vacant and a co-Director is currently available, the co-Director shall become the sole Director for the committee.
 - 2. In the event the Director position becomes vacant and no co-Director is currently available, the Assistant Director shall assume all responsibilities of Director as enumerated in Article V Section 2.1.1 until the end of the vacancy period.
 - 3. In the event where neither Co-Director nor Assistant Director is present or deemed eligible to become the Director, an Executive Board member appointed by the Commissioner shall assume all responsibilities of Director as enumerated in Article V Section 2.1 until the next Executive Board meeting.
 - 4. At the next Executive Board meeting, the Executive Board shall redistribute all responsibilities of the vacant position among staff as deemed appropriate.
 - 5. If the Executive Board determines the vacancy to be a temporary leave of absence, the Executive Board shall declare that the redistributed responsibilities shall remain effective until the leave of absence has terminated, which is the end of the vacancy period.
 - 6. If the Executive Board determines the vacancy to be a permanently vacated position, a new individual can be appointed to fill the vacant position, or the Executive Board can declare that the redistributed responsibilities shall be effective until the end of the academic term.
 - 7. Appointments to the Director position shall be made by the Commissioner.
 - 8. The appointed Director must be approved by a two-thirds majority vote of the Executive Board.

9. If the Commissioner chooses to appoint a new individual to fill the vacant position, redistributed responsibilities shall remain effective until a new appointment is made.
10. The Executive Board may make amendments to the redistributed responsibilities as necessary.

[2] Assistant Director vacancy

In the event the Assistant Director position becomes vacant, the Director has the power to appoint one of his or her staff members to the Assistant Director position.

Article VI. Affiliates

Section 1. CSP Advisor

- [1] The Student Wellness Commission shall maintain regular contact with its CSP Advisor and keep its CSP Advisor up to date on all major operations, programs, and issues.
- [2] The CSP Advisor shall act as counselor and chief arbitrator for all issues pertaining to SWC and its projects.

Section 2. Student Group Affiliation Inclusions

- [1] Student group affiliations must be a student group registered under the Center for Student Programming (CSP).
- [2] For a student group to be an affiliate of SWC, the group must be approved by a two-thirds majority vote of the Executive Board, the CSP Advisor for SWC, and an ASUCLA Representative.
- [3] The student group must comply with all the rules and regulations as set by the Commissioner and the USAC Student Wellness Commission, and shall support all SWC events and programs throughout the entire year.
- [4] The affiliate group shall send a representative to all of the Directors meetings, and shall report to the commission on a regular basis as determined by the Commissioner.
- [5] The Commissioner and the affiliate must have proof, in writing, the agreement of the affiliation.
- [6] The written agreement shall outline the Student Wellness Commission's expectations for the affiliate.
- [7] The written agreement shall be signed by the Student Wellness Commissioner, a representative from the student group affiliation, the CSP Advisor for SWC, the CSP Advisor for the student group requesting an affiliation, and an ASUCLA Representative.

Section 3. Expectations

- [1] All student group affiliations shall be required to meet expectations as set forth by SWC, the Associated Students UCLA (ASUCLA), and the Center for Student Programming (CSP).
- [2] To maintain the affiliation status, the student group must renew the affiliation on a yearly basis.
- [3] Should an affiliate fail to meet such expectations, said affiliation shall be subject to consequences set forth by SWC or its CSP Advisor. Such consequences may include:
 1. Reductions and restrictions of privileges
 2. Holds on administrative processing (i.e. funding)
 3. Mandatory meetings with an SWC Executive Board member or CSP Advisor
 4. Imposition of additional regulations and requirements
 5. Removal of SWC affiliation

Section 4. Dismissal of Affiliations

- [1] Should an affiliate commit any extreme violations, said affiliate may be automatically dismissed from the commission. Automatic dismissal must have approval from the CSP Advisor.
- [2] Should an affiliate consistently fail to meet expectations, said affiliate shall be eligible for dismissal. Eligibility for dismissal must be approved by a two-thirds majority vote of the Executive Board.
- [3] An affiliate deemed eligible for dismissal may be dismissed by a three-quarters majority vote of the Executive Board.
- [4] Dismissed affiliate shall completely forfeit SWC affiliation status and shall comply with removal procedures as specified by the terms of dismissal.

Article VII. Meetings

Section 1. Executive Board Meetings

Executive Board meetings shall be held every week, unless indicated otherwise by the Commissioner. Attendance of all Executive Board members is mandatory.

Section 2. Directors Meetings

Directors Meetings shall be held every two weeks, unless indicated otherwise by the Commissioner. Attendance of the Executive Board and all Directors is mandatory.

Section 3. General Staff Meetings

General staff meetings shall be held at least once per quarter, unless indicated otherwise by the Executive Board. Attendance of all Executive Board members, Directors, Assistant Directors and committee-specific staff members is mandatory.

Section 4. Committee Meetings

Committee-specific meetings shall be held every week, unless indicated otherwise by the committee Director. Attendance of the designated Executive Board consultant, committee Directors, Assistant Directors, and committee-specific staff members is mandatory.

Section 5. Approvals

- [1] All staff members shall be allowed input and voting privileges in all general discussions involving non-binding decisions of opinion.
- [2] Executive board members and Directors shall be eligible to vote on official tasks.
- [3] Official tasks shall be defined as any formal business that will result in a binding decision for the commission.
- [4] All official tasks, in order to be valid for discussion, must be presented by a staff member at a formal staff meeting and documented as an action item in the minutes.
- [5] Approvals of official tasks unless otherwise indicated in this Constitution require a simple majority vote by both the Executive Board and Directors.
- [6] The Commissioner may cast a veto on any official task.
- [7] A veto by the Commissioner may be overridden by a three-quarters majority vote of the Executive Board or a three-quarters majority vote of the Directors.
- [8] Veto power shall also be awarded to the Executive Board member or Director who oversees the matter that the official task concerns.
- [9] If the official task concerns a matter overseen by a committee, and the committee Director is not present but has designated one of his or her committee members to act as a proxy (e.g. the Assistant Director), veto power shall be awarded to the proxy.
- [10] A veto by any Executive Board member, Director, or proxy may be overridden by a three-quarters majority vote of the Executive Board or a three-quarters majority vote of the Directors.

Section 6. Quorum

- [1] Quorum for Executive Board meetings shall be defined as two-thirds of the Executive Board.
- [2] Quorum for Directors meetings shall be defined as two-thirds of the voting members in SWC.
- [3] Quorum shall be required at general staff meetings in order for binding decisions to be valid.
- [4] Quorum for summer meetings shall be determined by the Executive Board.

Article VIII. Amendments to the Constitution

Section 1. Language Revisions

- [1] Should any language in this Constitution be deemed unclear, any Executive Board member or Director may propose revisions of such language.
- [2] Revisions of this Constitution shall require a three-quarters majority vote of the Executive Board and a three-quarters majority vote of the Directors.

Section 2. Amendments

- [1] Amendments to this Constitution may be proposed by any Executive Board member or Director.
- [2] Amendments to this Constitution shall require a three-quarters majority vote of the Executive Board and a three-quarters majority vote of the Directors.
- [3] Proposed amendments shall take effect immediately upon their ratification by the USAC Student Wellness Commission, CSP Advisor, and ASUCLA representative unless otherwise specified.

Article IX. Bylaws

Section 1. Establishment of the USAC Student Wellness Commission Bylaws

The Student Wellness Commission shall detail its policies and operating procedures in a set of bylaws, which shall be referred to as the USAC Student Wellness Commission Bylaws or the SWC Bylaws. The USAC Student Wellness Commission Bylaws may be approved by a two-thirds majority vote of the Executive Board and a two-thirds majority vote of the committees.

Section 2. Amendments to the Bylaws

The Student Wellness Commission shall propose and adopt amendments to the SWC Bylaws as it deems necessary. Changes to the SWC Bylaws may be approved by a two-thirds majority vote of the Executive Board and a two-thirds majority vote of the Directors.

Article X. Ratification

This Constitution shall take effect upon verification by both an ASUCLA representative and the CSP Advisor to the Student Wellness Commission that the Commissioner, three-quarters of the Executive Board, and three-quarters of the Directors have approved this document.