



USC Transfer Student Assembly **Constitution & Organizational Bylaws**

ARTICLE I: NAME AND PURPOSE.

SECTION A: NAME

1. This organization shall be known as the University of Southern California Transfer Student Assembly, hereinafter referred to as the “Transfer Student Assembly”. Transfer Student Assembly is an umbrella organization of University Student Government (USG) and is responsible for adhering to all of the applicable rules and regulations.
2. This organization will use this name, Transfer Student Assembly, and its shortened form, “TSA”, in all publicity materials or any official correspondence made on behalf of the organization, including but not limited to: e-mails, posters, postcards, letters, business cards, informational handouts, event flyers, contract and talent requests, purchases, order forms, receipts, and official queries.

SECTION B: PURPOSE

1. Transfer Student Assembly shall be responsible for advocating issues affecting efficacy and quality of university support for transfer students, within academic, social, and professional realms such as but not limited to housing, orientation, articulation, and resource support.
2. Additionally, Transfer Student Assembly will provide relevant, campus-wide student programming through educational, cultural, professional, political, and social activities and services. Transfer Student Assembly is dedicated to advocating for the varied, diverse, and intersectional needs of students identifying as transfer students, first gen

students, international students, or other student groups who face challenges in cultural integration and academic transition at the University of Southern California.

3. The overall mission of Transfer Assembly is to promote scholarship, integrate students in USC and the non-transfer student body, and give transfer students a voice and space to raise awareness of issues and gain resources. The overarching goal is to help the administration of USC and USG in bridging the gap between transfer students and the greater student body.
4. All activities of the Transfer Student Assembly must be directed towards this purpose.
5. Transfer Student Assembly is an anti-classist, anti-sexist, and anti-racist body and does not discriminate potential members based on race, religion, ethnicity, nationality, gender identity, sexual orientation, political affiliation, marital or parental status or any physical, mental, emotional or learning disability. Transfer Assembly is a safe organization for transgender and genderqueer individuals.
6. In recognizing the diverse background of transfer students, Transfer Student Assembly also does not discriminate against older students, veterans, or previously incarcerated individuals. Transfer Student Assembly acknowledges and raises awareness of differences between transfer students and first-year students for advocacy, administrative, or record-keeping purposes, but does not discriminate against the latter.

ARTICLE II. MEMBERSHIP

1. Member Organization Requirements
 - a. Any university-recognized or registered organization may apply for Transfer Student Assembly organization status, subject to a majority vote by the current members and the submission of a 1-2 page letter of intent. In order to be considered an active member, representatives from the organization must attend all regularly scheduled, mandatory Transfer Assembly events and meetings.
 - b. The member organization must be registered and approved by the USC Office of Campus Activities prior to applying for Transfer Student Assembly membership.

- c. The applying member organization must submit a copy of the corresponding organizational constitution and bylaws, as well as the leadership roster to Transfer Student Assembly by no later than the fifth meeting of the semester.
- d. Member organizations should be transfer-student oriented in having membership, issues, and goals consistent with the purpose of Transfer Student Assembly.
- e. A member organization, hereafter referred to as an umbrella organization, must serve the university community in some manner fulfilling the purpose of Transfer Assembly, either through directly addressing issues of transfer student integration and accessibility (such as housing, orientation, articulation, etc.), or by advocating for transfer student awareness.
- f. Failure to do so or blatant breach of purpose will result in budget cuts in increments of 25 percent or stricter approval processes and measures put into place prior to the umbrella organization's move forward with publicity or events. Continued failure to do so will result in the umbrella organization's disqualification from Transfer Student Assembly, conditional on a majority vote.

2. Individual Member Requirements

- a. Any currently enrolled USC student, undergraduate or graduate, is eligible for Transfer Student Assembly membership and committee status, which will help with the planning and publicity of Transfer Assembly Events.
- b. All members are required to demonstrate support for the purpose of this organization, through attendance of regular meetings and by participating in the planning and execution of at least one event.
- c. All other USC students, faculty, staff, and alumni are eligible to be non-voting members.
- d. Membership dues or fees will not be required for taking part in any organization activity.
- e. Membership decisions will not discriminate on the basis of age, race, religion, creed, national origin, ethnicity, gender, disability, veteran-status, age, or sexual orientation.

- f. Individual members should be transfer-student oriented in having membership, issues, and goals consistent with the purpose of Transfer Assembly.
3. Attendance
- a. A Transfer Student Assembly member will gain voting privileges by attending meetings. Executive board members must attend all Transfer Assembly General Assembly meetings, Executive Board meetings, and attend at least 50 percent of all Transfer Assembly events.
 - b. Each umbrella organization shall designate two official representatives responsible for attending regularly scheduled Transfer Assembly meetings and events. These representatives shall be afforded all the rights and responsibilities given to a Transfer Assembly member in good standing
 - c. Each umbrella member organisation in good standing will provide the Transfer Student Assembly with a roster for the representatives responsible for attending the regularly scheduled meeting.
 - d. Any voting member of Transfer Student Assembly may not miss more than two regularly scheduled meetings per semester per person without prior notification to and approval of the Co-Directors, unless a reasonable substitute has been assigned.
 - e. In the event that both representatives are unable to attend meetings due to a class or work conflict, they shall not be penalized, but required to make up the time during office hours. If the scheduling conflict is consistent, they will be required to pass their representative position on to a fellow member with fewer scheduling conflicts.
 - f. Any umbrella organization of Transfer Assembly shall be considered inactive at the beginning of its third consecutive missed regularly scheduled meeting. An inactive umbrella organization holds no voting power in the Transfer Assembly and will be penalized with a 50 percent cut in their budget.
 - i. Exceptions will be made to new member organizations, who joined no later than the fifth regularly scheduled assembly meeting of the semester.

- g. Any individual member of Transfer Student Assembly shall be immediately considered inactive at the beginning of their third consecutive missed regularly scheduled meeting.
- h. An umbrella organization of individual members not in good standing shall regain voting privileges and good standing at the beginning of its third consecutively attended Transfer Student Assembly meeting.
- i. Chronic tardiness and/or absence from meeting may cause a re-evaluation of a member's status and will be decided by a three-fourths majority vote.

SECTION B: RIGHTS

1. All Transfer Student Assembly voting members must be students enrolled at least part-time (6 or more units per semester) at the University of Southern California.
2. New umbrella organizations and new individual members may become a voting member of Transfer Student Assembly after attending two consecutive regularly scheduled meetings.
3. All Transfer Student Assembly voting umbrella organizations, and corresponding leaders have the right to participate in event planning discussions, suggest programming, nominate a candidate for office, participate in events, activities, and committees.
4. Transfer Student Assembly voting umbrella organizations hold the right to apply for special funding from Transfer Assembly and the USG Programming Branch.

SECTION C: DEACTIVATION OF MEMBERSHIP

1. Umbrella organizations and individual members may have their membership deactivated as a result of failure to adhere to the requirements for membership, as stated in the Transfer Student Assembly Constitution and Bylaws.
2. A simple majority vote of the quorum of membership at a regular or special meeting shall be sufficient to withdraw membership of an umbrella organization or an individual member not in good standing.
3. Behaviors deemed extremely inappropriate or unprofessional, such as harassment or deliberate carelessness that results in the hurt of a fellow USC student, faculty, or staff, can result in a member losing their good standing upon a majority vote.

4. Members to be voted upon in this regard will be notified of the intention to call for a deactivation vote at least one week prior to the meeting at which the vote will be taken place.
-

ARTICLE III. EXECUTIVE BOARD

SECTION A: TITLES

1. The Transfer Student Assembly Executive Board Leadership shall consist of:
 - a. Executive Director (2 - Elected)*
 - b. Assistant Director (1 - Elected)*+
 - c. Director of Finance (1 - Elected)
 - d. Director of Membership and Recruitment (1 - Elected)
 - e. Director of Events (1 - Elected)
 - f. Assistant Director of Events (1 - Elected)*+
 - g. Director of Publicity and Marketing (1 - Elected)
 - h. Director of Advocacy
 - i. Director of Alumni Relations

*Executive Directors and Assistant Directors may choose to run as Co-Directors
+ Assistant Directors can be appointed by Co-Directors

SECTION B: DUTIES AND OFFICIAL RESPONSIBILITIES

1. Executive Director

The Co-Directors shall act as the official spokesperson of Transfer Student Assembly and shall represent Transfer Student Assembly at all Programming Branch meetings and related discussions. The Co-Directors shall also oversee all Transfer Student Assembly matters, including but not limited to nominating the Assistant Director, creating ad-hoc event committees, and planning all major Transfer Assembly programs and events. In addition, the Co-Directors shall be responsible for negotiating all external contacts, including relations with administrators and relevant officials (including regular meetings with the USC Programming Branch Graduate Advisor and advisory contacts). The Co-Directors shall maintain 12 hours a week, and may receive a stipend worth two units of tuition per semester. The Co-Directors shall also complete the following requirements:

- a. Act as the official representative of all Transfer Student Assembly matters to the University and the community.
 - b. Schedule, organize, and preside over all Transfer Student Assembly general and executive board meetings, and lead and manage all operations of the organization.
 - c. Serve as the sole (unless Co-Director) voting representative of Transfer Assembly to USC Programming Branch. The Co-Directors of Transfer Assembly shall attend all Programming Branch general meetings and key sessions, and update the organization regarding Programming Branch events, goals, and regulations. In the event that one or both Co-Directors are unable to attend a Programming Branch meeting, this responsibility is assumed by the Assistant Director.
 - d. Administer, regulate, and control all Transfer Student Assembly funds, revenues, and donations, in addition to working closely with the Director of Finance to design and maintain the budget each semester and academic term.
 - e. Facilitate and coordinate communication and collaboration between umbrella organizations, Director of Advocacy and Events, and other relevant departments of student groups.
 - f. Conduct Transfer Student Assembly executive board and preside over all executive board communications.
 - g. Have the power to recommend any Executive Board member for removal from office due to any constitutional violations.
 - j. Exceptions will be made to new member organizations, who joined no later than the fifth regularly scheduled assembly meeting of the semester.
2. Assistant Director
- a. The Assistant Director shall act as the secondary official representative of all Transfer Assembly matters to the University, and the community. They shall attend all meetings (both general and Executive meetings), and assist the Co-Directors in the leadership, planning, supervision, and organization of Transfer Assembly and its activities. The Assistant Director is required to hold 4 Programming Branch office hours each week, during which they must meet with both the Co-Directors and Advisors.

- b. Planning at least two (2) events per semester, under the supervision of the Co-Directors.
 - c. Being the secondary point of contact for all umbrella organizations, campus groups, USG, USC and Programming branch administration.
 - d. Working with the Director of Public Relations and Director of Events to coordinate outreach strategies for the greater transfer student community and university student body, to be approved by the Co-Directors.
 - e. If the Co-Directors must step down from their position, the Assistant Director will become the Interim Director and oversee the process of re-electing and/or re-appointing new Co-Directors. In this circumstance, the Assistant Director is eligible to run for the position of Director, and the Director of Finance will be responsible for overseeing the appointment process.
 - f. Recommend any Executive Board member for removal from office due to any constitutional violations.
3. Director of Finance
- a. The Director of Finance shall maintain Transfer Student Assembly's financial records, including, but not limited to, program proposals, budgeting expenses requests, and helping manage and allocate funds to umbrella organizations and specific causes.
 - b. Additionally, the Finance Director shall report this information when called upon at any or each regularly scheduled General Assembly or Executive Board meeting.
 - c. Maintain a total of two (2) office hours each week to meet with the Co-Directors and discuss budgetary issues.
 - d. Recommend any Executive Board member for removal from office due to any constitutional violations.
4. Director of Membership and Recruitment
- a. The Director of Membership and Recruitment will be primarily responsible for monitoring and recruiting new Transfer Student Assembly members and potential incoming leadership. Outreach efforts will require the Director of Membership and Recruitment to work closely with the Director of Public Relations and Director of Events to create a strategic recruitment campaign to increase

membership and awareness of Transfer Assembly among students of all genders. They will also be responsible for conducting a membership drive at the beginning of each semester and work with the Director of Public Relations to increase mailing list and interest sign-up sheets.

- b. They will also be responsible for overseeing that the transfer peer-mentorship program - Emerging Leaders Program - ELP - runs smoothly, ensuring that mentors are checking in weekly with mentees and that there is overall satisfaction with events for each cohort. They may also collaborate with the Director of Alumni Relations to connect ELP members, despite active or inactive status.
- c. The Director of Membership is also responsible for updating and sending out the weekly email newsletter and event alerts.
- d. Monitor sign-in sheets and attendance of all current and new Transfer Assembly members at both executive board meetings and report back to the Co-Directors.
- e. The Director of Membership and Recruitment will, in cooperation with the Co-Directors, shall also be responsible for coordinating the Executive Board selection process, including applications, summaries of applicants given to the members of the General Assembly, and hosting elections.
- f. Maintain between 1-2 office hours every two weeks for the purposes of meeting and planning key campaigns with the Co-Directors.

5. Director of Events

- a. The Director of Events will be primarily responsible for the orderly scheduling, planning, and execution of specific Transfer Student Assembly events and community outreach efforts. The Director of Events will work in close conjunction with fellow executive members and supervise the planning and implementation of events dedicated to fostering a community of and by students interested in issues affecting transfer students at USC.
- b. Work with the Director of Finance to ensure that the budget is allocated accurately and accordingly for each event.
- c. Work with the Director of Membership and Recruitment, Director of Public Relations, Co-Directors, Assistant Director to plan leadership retreats, development dinners, and specific Transfer Student Assembly social events. The Director of Membership and Recruitment is responsible for planning at least two (2) social/membership events per semester for the greater student body (campus-wide access granted).

- d. Maintain 1-2 office hours every two weeks for the purpose of meeting and planning key events with the Co-Directors.

6. Assistant Director of Events

- a. The Assistant Director of Events shall act as the secondary point of contact for events and assist the Director of Events in planning an execution of events. In the event that the Director of Events is unable to attend a Transfer Assembly Executive Meeting or general meeting, the Assistant Director of Events will be responsible for representing them and providing updates on scheduling, costs, an execution of past and upcoming events.
- b. Work with the Director of Public Relations to effectively spread awareness of and promote events to the greater student body.
- c. Plan at least one (1) community fundraiser or outreach event for a local, charitable cause, approved by the Co-Directors and Assistant Director. This event can be done in collaboration with a pre-approved RSO devoted to a social cause.

7. Director of Publicity & Marketing Relations

- a. The Director of Public Relations shall be responsible for designing a public relations general outreach campaign to the USC community. The Director of Public Relations shall work in close contact with the Co-Directors and the Assistant Director to create and execute public relations strategies. This director shall also be responsible for creating, distributing and organizing the publication of all publicity and promotional materials including, but not limited to: USC email, advertising meetings, Facebook, Twitter, Tumblr, flyer campaigns, banners, promo gift items, and press releases.
- b. They shall also be responsible for the weekly Transfer Student Assembly newsletter that shares weekly events and resources with the greater community.
- c. Record and file the minutes of the general assembly meetings and submit them to the Co-Directors via e-mail.
- d. In collaboration with the Director of Events, the Director of Public Relations will create a calendar of Transfer Assembly events to be provided for distribution.
- e. Take pictures, notes and contact information at all Transfer Student Assembly events.

- f. Maintain between 1-2 office hours every two weeks for the purposes of meeting and planning key campaigns with the Co-Directors.
8. Director of Advocacy
 - a. The Director of Advocacy is responsible for Transfer Student Assembly's ongoing, year-long advocacy projects.
 - b. These will include small to large public actions, programming, and advocacy to promote access to resources and smoother transitioning of transfer students into the greater USC student body.
 - c. Their role may extend to that of focus on Equity & Inclusion, for which their secondary role will be to collaborate with various centers on campus and help plan the DEI panel each semester.
 - d. As of the last time the constitution was updated, Issues include but are not limited to transfer student housing, orientation programs for transfers and spring admits, improving the course articulation and petition process, reduce negative cultural stigma against transfer students, awareness of transfer student presence, improve quality and awareness of academic and professional resources for transfer students, and work towards creating a permanent, physical space for transfer students to access resources and build community.
 - e. The Director of Advocacy will work directly with the Co-Directors to approve and plan all initiatives and must hold 1-2 office hours every two weeks.
 - f. The Director of Advocacy will work with the Chief Diversity Officer(s) and University administration to approve and plan all initiatives.
 9. Director of Alumni Relations
 - a. The Director of Alumni Relations is responsible for building and maintaining a network of transfer alumni, Emerging Leaders Program (ELP) alumni, and connecting past Transfer Student Assembly leadership with current leadership in times where advice, need, or support is needed.
 - b. Their primary responsibility is organizing an alumni panel each semester and increasing visibility of transfer alumni.

SECTION C: REQUIREMENTS FOR RUNNING AND HOLDING OFFICE

1. All officers and candidates for office must be currently enrolled students at the University of Southern California.
2. All officers must be current members of Transfer Student Assembly, or they must pledge a vested interest via a special interview with the Co-Directors.
3. All officers must maintain a cumulative GPA of 2.5 or above.
4. Officers shall not hold office concurrently in any other umbrella organization within the assembly, nor maintain any other position, paid or unpaid, that could potentially present a conflict of interest to the Assembly.
 - a. An exception can be made for officers holding Executive Positions concurrently in another organization within the assembly if membership numbers of that organization necessitate the candidate to hold office. The potential dual-office holding candidate must also be voted into an Assembly Executive position by a two-thirds majority vote of the Assembly representatives.
 - b. Co-directors are encouraged to maintain no more than one other executive position outside of the Transfer Assembly.
5. Each office shall be held by only one person except on the occasion of Executive Director and/or Assistant Director.
6. All officers must be voting members of the Transfer Assembly.

SECTION D: EXECUTIVE BOARD SELECTIONS

1. Applications for all offices shall be made available six weeks into the spring semester and elections must be completed by the tenth week of the spring semester.
2. Board members will be elected by a simple majority vote of those Transfer Student Assembly members at the election meeting. If there are more than two candidates, and no candidate receives a majority, there will be a run-off vote between the top two vote recipients.
3. The outgoing Executive Board shall count the votes. If, however, a member of the governing board is running for office, a member selected by a majority vote of the members present shall serve as the vote counter. The vote counter is responsible for distributing and counting secret paper ballots.

SECTION E. REMOVAL FROM OFFICE

1. Officers may be removed from office for failure to perform duties in a timely and effective manner or for violation of the membership clause.
2. Officers to be voted upon in this regard shall be notified of the intention to do so in writing at least one week prior to the meeting in which the vote shall be taken.
3. Officers to be voted upon shall be given the opportunity to plead their case to the general assembly before voting occurs.
4. A majority vote of those members present at the meeting shall be sufficient for removal of office. The vote will be conducted in the typical Transfer Student Assembly election style via paper or electronic ballots.

SECTION F: TERMS OF OFFICES AND VACANCIES

1. Each board member shall take office on the last day of classes of the spring semester.
2. Each board member's term shall last for one academic year.
3. Should a vacancy occur, the current Co-Directors of Transfer Student Assembly shall call a special meeting during which another election process will occur. If possible, this shall begin with the next regular meeting of the Transfer Assembly. The Co-Directors also have the power to appoint an Assistant Director, should that vacancy occur.

ARTICLE IV. MEETINGS

SECTION A: TIME AND PLACE

1. Transfer Assembly Executive Board meetings shall take place on a weekly basis, or more frequently as required for short-term projects. Transfer Assembly general assembly meetings shall occur every week, with a minimum of four meetings per month. If necessary, umbrella organization representatives may be invited to the weekly Executive Board meetings to discuss planning issues.
2. The Executive Board shall establish the meeting dates on the first meeting of the academic year.
3. Only the Co-Directors and the Assistant Director may call emergency meetings.

ARTICLE V. FUNDING POLICY AND PROTOCOL

SECTION A: ALLOCATIONS

1. Funding may be provided towards programming organized by Transfer Student Assembly's umbrella organization that holds active standing within the assembly, and toward programming organized by Transfer Assembly members.
2. To receive full funding, umbrella organizations must fulfill the requirements stated in the Constitution.
3. Umbrella organizations may apply for funding on a first-come, first-serve basis. All member organizations in good standing are eligible to apply for funding from Transfer Assembly. Funding applications must be submitted 4-6 weeks in advance, in order to comply with USG and Programming Branch paperwork policies. As 25 percent of Transfer Student Assembly's total yearly budget may be allocated towards member organization events, nevertheless, the Transfer Student Assembly Co-Directors and Assistant Directors must give final approval for all funding requests, per the recommendation of the Director of Finance who oversees the budget.
4. All funding requests are subject to a majority vote by the current executive board, after a pitch for the funding request presented either privately to the Co-Directors and Assistant Directors during office hours, or a more public presentation provided at the general assembly meetings.

SECTION B: BUDGET

1. The Co-Directors shall be responsible for student programming monies for all programs and events organized by any Transfer Assembly member organization and funded by the Student Programming Fee, subject to Transfer Student Assembly executive members' review and approval.
2. The Executive Board will determine the budget allocations based on each umbrella organization's past event performances, participation and conduct during the prior academic year.
3. Umbrella organizations will propose requested event budget amounts in writing and pitch-deck presentation format to the Transfer Student Assembly Co-Directors and Executive Board. All budget proposals must be turned in to the Co-Directors at least six weeks before the event date.
4. Umbrella organizations will be informed of the approval or denial of their budget proposal within one week of the official proposal submission.

SECTION C: FUNDING PROPOSALS

1. Written proposals and presentations by umbrella organizations must contain all of the following items:
 - a. The specific dollar amount requested
 - b. Nature, purpose, context, and conduct of the event.
 - c. Date, time, and location of the event.
 - d. Attached to the proposal, and expenses request for each expense listed in the proposal.
2. The representative from the organization sponsoring the event must meet at least once prior to the proposal submission and presentation with the Director of Events, Membership, Events or Assistant Director for consultation to complete any necessary edits to the paperwork submitted or receive clarification on appropriate expense allocations.

SECTION D: PROCEDURE FOR RECEIPT OF FUNDS

1. In order to general funding for programming, a Program or Event Proposal must be submitted to the Executive Board and USC Programming Branch at least six weeks prior to when funding is needed. All programming must be in accordance with the Transfer Assembly and USC Programming Branch Policies and Procedures Manual.
2. Only the Co-Directors and Assistant Director may submit program proposals on behalf of umbrella organizations and members to the Programming Branch.
3. Funding for Program Proposals presented by member organizations, individual members, outside organizations, or Executive Board members shall be granted by a simple majority vote of those present at the Executive Board meeting. Both the Co-Directors and the Assistant Director have veto power over budget proposals that exceed Transfer Assembly's capacity for funding.
4. Receipts and invoices for purchase orders must be turned in no later than two weeks after the date of the event at the next Assembly meeting.
5. Receipts must be presented in hard copy or virtual format (.png, .pdf, etc.) by umbrella organization members, the Director of Events, and the Assistant Director of Events to the Director of Finance for final review in conjunction with the Co-Director's approval.

SECTION E. FINANCIAL RESPONSIBILITY

1. Each organization must be responsible for the proper use of Assembly funds and be in accordance with the purpose of the Assembly (See Article I for reference).

- a. In the event that previously allocated funds are proven misused or inappropriate, punitive action will be taken against the organization, up to the refusal to fund activities for the remainder of the semester.
- b. Failure to account for funds, in the form of receipts or invoices, will result in a loss of funding.
- c. Each organization must place the Transfer Assembly and USG logos on all media expedites.

ARTICLE VI. FACULTY OR STAFF ADVISOR

SECTION A: ADVISOR REQUIREMENTS

1. The Transfer Student Assembly may select a faculty or staff advisor or a group of advisors if needed in addition to the advisory mechanisms already established by the University.
2. Other persons may serve as special advisors as needed.

SECTION B: DUTIES OF FACULTY OR STAFF ADVISORS

1. The advisor or advisory committee must sign the recognition application each year, or whenever officer information changes or amendments are made to the Transfer Assembly Constitution & Bylaws.
2. Officers should aim to meet with the Advisor on a biweekly basis, at least five times per semester.
3. An advisor may not vote on Transfer Assembly matters, hold office, or unduly influence decisions of the student organization.

ARTICLE VII. CONSTITUTION

1. This constitution must be available for public inspection during normal business hours in the USG Office.
 2. This constitution shall serve as the Transfer Assembly governing document, superseding any Transfer Assembly umbrella organization when conflict of governance within the Assembly occurs.
-

ARTICLE VIII. AMENDMENTS

1. Additions or amendments to any section of the Transfer Assembly Constitution may be submitted by any active Transfer Assembly member to the Executive Board for approval.
 2. Additions or amendments will be adopted by a majority vote of the Transfer Assembly Executive Board.
-

ARTICLE IX. BYLAWS

1. Bylaws can be added to the Constitution by a simple majority vote of the entire membership present at a regular SAA executive board meeting.
2. The Constitution takes precedence over any and all bylaws.