

West Hills Community College Foundation

Bylaws

Amended: May 11, 2016

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Bylaws

West Hills Community College Foundation A California Nonprofit Public Benefit Corporation

ARTICLE 1

NAMEE 1

**ARTICLE 3
BOARD OF DIRECTORS**

SECTION 3.1 NUMBER

This Corporation shall be administered by a Board of Directors consisting of a minimum of 15 persons and a maximum of 21 persons.

shall cast one vote. Community Directors shall serve for a period of three years. Community Directors desiring to serve an additional 3 year term will be voted on by the Foundation Board at the end of each term.

(g) Affiliate Supporters shall be nominated and elected by the Foundation Board acting as a committee of the whole. To be eligible for consideration as an Affiliate Supporter a person must have served at least one three (3) year term as a Community Director. Affiliate Supporters shall be non-voting members of the Foundation Board and shall not be counted for purposes of establishing a quorum at any regular or special meeting of the Board of Directors. Affiliate Supporters may serve as a non-voting, advisory member of the Investment and Finance committee and/or the Resource Development committee and any Ad Hoc committee established by the Foundation Board. Affiliate Supporters shall serve for a period of three years. Affiliate Supporters desiring to serve an additional three year term will be voted on by the Foundation Board at the end of each term. There shall be no limit as to the number of Affiliate Supporters that may serve on the Foundation Board so long as the presence of any Affiliate Supporters at Foundation Board meetings does not unduly interfere with or detract from the function and mission of the Foundation or its Board of Directors. Affiliate Supporters may be removed by a majority vote of the Board of Directors or for cause.

(h) The Executive Director shall direct the daily operations of the Foundation and has the right to attend every board meeting, unless specifically excused by the board.

SECTION 3.4 TERMS OF OFFICE

Each director shall hold office for the term set forth in Section 3.3 above or until his or her death, resignation, disqualification or removal, whichever occurs earlier. Directors may hold subsequent terms.

SECTION 3.5 RESIGNATION

Except as otherwise provided by law, any director may resign at any time by giving written notice of such resignation to the Board of Directors.

SECTION 3.6 REMOVAL

Trustee Directors may be removed by the vote of a majority of the Trustees of the District. Staff Directors may be removed at the will of the Chancellor of the District. A Community Director may be removed by a majority vote of the Board of Directors, for cause or if a Community Director is absent and unexcused from two consecutive meetings or three nonconsecutive meetings of the Board of Directors in one year. The Board President is Di(ot)8tf 0.ng94(c)4(us)4(ed f)-8rectors in om twhofls DDiecf2(or)76.1(ng)p6(t)2(y

SECTION 3.7 VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation, disqualification or removal of any director, or (2) whenever the number of authorized directors is increased.

Vacancies on the Board of Directors shall be filled in accord with Section 3.3. Provided, however, no person may serve as director until qualified in accordance with the provisions of Section 3.2. As soon as is practicable, but not later than 30 days, after the death, resignation, disqualification or removal of a Trustee Director, a meeting of the Board of Trustees of the District or by a nomination, as applicable, shall be duly called for the appointment of a successor director. Where a Staff Director has died, resigned, been disqualified or been removed, the Chancellor of the District shall appoint a successor director.

If any vacancy results in the minimum number of directors falling below fifteen (15), said vacancy shall be filled within thirty (30) days of the declaration of vacancy.

SECTION 3.8 POWERS

Subject to the provisions of the California Nonprofit Public Benefit Corporation Law, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors through the Executive Director. Activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

SECTION 3.9 DUTIES

It shall be the duty of the Board of Directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of the Corporation, or by these Bylaws; and

in a notice to the local media that have requested notice pursuant to Section 54956, by the most rapid means of communication available at the time.

SECTION 4.2 ORGANIZATIONAL MEETING

The first Board of Directors may at any time hold an organizational meeting at which the Board of Directors shall elect a President, a Vice President, a Secretary and a Chief Financial Officer and may elect such subordinate officers as they may determine, none of whom need be a director of the Corporation. Unless provided otherwise in the Articles of Incorporation of the Corporation or these Bylaws, any number of offices may be held by the same person except that neither the Secretary nor the Chief Financial Officer may serve concurrently as the President or Chairman of the Board of Directors. Notice of such a meeting shall be given in accordance with California law.

SECTION 4.3 REGULAR AND ANNUAL MEETINGS

Regular meetings of the Board of Directors shall be held at least quarterly on such date and time and at such location as is established by resolution of the Board of Directors. Notice of such meetings shall be given in accordance with the Ralph M. Brown Act. (Section 54950 et seq. of the California Government Code.)

The annual meeting of the Board of Directors shall be held during the month of August or September. The date, time and place will be determined by the Corporation President. The purpose of the annual meeting shall be for the election of officers and the transactions of other business. Notice of the annual meeting shall be given in accordance the Ralph M. Brown Act. (Section 54590 et seq. of the California Government Code.)

SECTION 4.4 SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the Executive Director, the President, the Vice President, the Secretary, or by any two directors, and such meetings shall be held at such place within the boundaries of the territory of the District over which the Corporation exercises jurisdiction subject to the exceptions provided under the Ralph M. Brown Act. (Section 54590 et seq. of the California Government Code.)

SECTION 4.5 NOTICE OF MEETINGS

At least seventy-two (72) hours before a regular meeting an agenda shall be posted containing a brief description of each item of business to be transacted or discussed at the meeting, including items to be discussed in closed session. For special meetings, notice must be given twenty-four (24) hours in advance to those who request such notice.

Notice of all meetings shall be provided to each director either by postal delivery, facsimile transmission, telephone, or electronic mail at least twenty-four (24) hours prior to such meeting. Such notices shall be addressed to each director at his or her

address, phone number, facsimile number or email address as shown on the books of the Corporation. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President, Executive Director or Secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective

SECTION 6.4 VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by a majority vote of the Board of Directors. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

SECTION 6.5 DUTIES OF PRESIDENT

The President shall be the chief executive officer of the Corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be prescribed from time-to-time by the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time-to-time be authorized by the Board of Directors.

SECTION 6.6 DUTIES OF VICE PRESIDENT

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

SECTION 6.7 DUTIES OF SECRETARY

The Secretary shall:

- (a) Keep at the principal office of the Corporation; a book of minutes of all meetings of the directors, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
- (b) Be custodian of the records and of the seal of the Corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the Corporation under its seal is authorized by law or these Bylaws.

- (c) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be assigned to him or her from time-to-time by the Board of Directors or the President.

SECTION 6.8 DUTIES OF CHIEF FINANCIAL OFFICER

The Chief Financial Officer shall have the additional title of "Treasurer." The Chief Financial Officer shall oversee all accounts of all monies received, deposited and expended for the use of the Foundation in such depositories as shall be approved by the Board. The Chief Financial Officer shall make reports of the finances of the Foundation to the President and/or Board whenever required.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Chief Financial Officer and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be assigned to him or her from time-to-time by the Board of Directors or the President.

SECTION 6.9 DUTIES OF EXECUTIVE DIRECTOR

The Foundation Executive Director shall administer the day to-day business of the Foundation in accordance with the priorities, programs, and approved budget and assume such duties as may be delegated by the Board of Directors. Certify and keep at the principal office of the Corporation the minutes of all meetings and the original copy of these Bylaws as amended or otherwise altered to date and see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Exhibit at all reasonable times to any director of the Corporation, or to his or her agent or attorney, on request therefore, the Bylaws, the minutes of the proceedings of the directors of the Corporation or the books of account and financial records.

Have charge and custody of, and be responsible for, all funds and securities of the Corporation and deposit all such funds in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors. Receive and give receipt for, moneys due and payable to the Corporation from any source whatsoever. Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements. Keep and maintain adequate and correct books of accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

The Executive Director shall be responsible for reporting the various activities and other functions of the Corporation, including Board actions taken, to the District Board of Trustees.

**ARTICLE 7
COMPENSATION**

SECTION 7.1 COMPENSATION

Directors and Officers shall serve without compensation except that any director or officer may be reimbursed for expenses duly incurred in the performance of their duties as directors or officers of the Corporation, upon approval of the Board of Directors.

**ARTICLE 8
EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

SECTION 8.1 EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize the Executive Director and/or any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 8.2 CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as may be otherwise required by law, checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness of the Corporation shall be signed by one of any three positions; the Executive Director, the Chancellor, the Treasurer and countersigned by the President of the Corporation.

SECTION 8.3 DEPOSITS

All funds of the Corporation shall be deposited weekly to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

SECTION 8.4 DONATIONS, GIFTS, BEQUESTS AND DEVISES

All proffered donations, gifts, bequests and devises, the use of which are restricted in some manner, must first be accepted by majority vote of the Board of Directors or by the use of the Donation Approval/Acceptance form or Foundation Fundraiser Event Approval & Estimate form. If the Board of Directors determines that any such restriction would be impracticable to administer or violative of any law, the board shall not accept such proffered donation, gift, bequest or devise.

Unrestricted donations, gifts, bequests and devises may be accepted by the President of the Corporation or the Executive Director and deposited as set forth in Section 8.3, above.

SECTION 8.5 STATEMENT OF INVESTMENT POLICY, OBJECTIVES AND GUIDELINES

The Investment and Finance Committee will review the statement of investment policy quarterly and make changes as needed. The investment policy, objectives and guidelines shall be reviewed by the Board of Directors each year at the annual meeting.

ARTICLE 9 COMMITTEES

SECTION 9.1 CONDUCT OF MEETINGS

All committees, except for Ad Hoc committees, will be noticed and conducted in accordance with the Ralph M. Brown Act.(Section 54950 et seq. of the California Government Code.) At least seventy-two (72) hours before a committee meeting, except Ad Hoc committee meetings, an agenda shall be posted containing a brief general description of each item of business to be transacted or discussed at the meeting, including items to be discussed in closed session. The rules contained in the most recent edition of Robert's Rules of Order, newly revised, shall govern all meetings of the Foundation and the Board of Directors.

SECTION 9.2 INVESTMENT AND FINANCE COMMITTEE

The Investment and Finance Committee shall consist of five members, including the Chief Financial Officer of the Corporation, and one alternate member appointed by the Board President. The Investment Committee terms of office shall be for three years. Any vacancy shall be filled by appointment of the Board President.

The role of the Investment and Finance Committee is to oversee the investment of the Corporation assets in accordance with the Investment Policy Statement. The Investment Committee will meet monthly or as needed, to review the investments with the designated financial advisors. The Investment Committee will report to the Board of Directors at each Board meeting on the allocation and makeup of the Corporation's assets, recommend any changes in advisors for the Board's consideration, and to inform the Board of any matters which may be of interest to the Board as it pertains to the investments.

Additionally, the Investment and Finance Committee shall be responsible for reviewing of monthly financial reports; preparing and recommending Annual Operating Budget for the Foundation; recommending necessary adjustments, if any, at the end of December each year: and maintaining funds coming into the operational budget and funds being dispersed through the operational budget.

records shall be made available to any person upon payment of fees covering direct costs of duplication.

SECTION 10.5 ANNUAL AUDIT

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**ARTICLE 13
AMENDMENT OF ARTICLES**

SECTION 13.1 AMENDMENT OF ARTICLES

The Articles of Incorporation of the Corporation may be amended only upon two-thirds vote of the members of the Board of Directors.

**ARTICLE 14
PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

**SECTION 14.1 PROHIBITION AGAINST SHARING CORPORATE PROFITS
AND ASSETS**

No member, director, officer, employee, or other person connected with the Corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, pro or anyf to ho6(t)2eof(on,)2 16.65 uni/, 1

I, the undersigned, certify that I am the presently elected and acting Secretary of the West Hills Community College Foundation, a California Nonprofit Corporation, and that the above Bylaws are the Bylaws of this corporation amended and adopted at a Regular meeting of the Board of Directors held on this 11th day of May, 2016.

Signature: _____
Laura Mendes Moore
Secretary, Board of Directors

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Signature: