Bylaws
Cabrillo College Foundation
Approved by the Cabrillo College Foundation Board of Directors on 2/10/09

1. NAME. The name of this corporation is THE CABRILLO COLLEGE FOUNDATION.

2. OFFICES. The principal office for the transaction of the activities and affairs of this corporation is located at 6500 Soquel Drive, Aptos, in Santa Cruz County, California 95003.

3. PURPOSES. This corporation is a non-profit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Non-Profit Public Benefit Corporation Law for public purposes.

   a. The specific and primary purposes for which this corporation is formed are:

      (1) to operate for the advancement of education;

      (2) to solicit and raise money for the purpose of awarding scholarships and loans to assist students to pursue education beyond the secondary or high school level, which scholarships and loans shall be awarded on the basis of the needs and relative merits of the applicants, without regard to their race, color, or creed, and in accordance with these bylaws, and the rules and procedures adopted by the Board of Directors of this corporation;

      (3) to afford and encourage opportunities for the establishment of permanent collections, endowments, research and educational projects, special educational and community service programs, improvement of faculty teaching competence, provision of facilities and equipment, or in any other way to encourage and support facilities and equipment, or in any other way to encourage and support Cabrillo College;

      (4) otherwise to provide aid supplementary to public tax means for the support and benefit of the Cabrillo College District.

   b. This corporation is organized exclusively for public and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954. Notwithstanding any other provision of these bylaws or the Articles of Incorporation, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, nor will this corporation carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954.
4. MEMBERS.
   a. Voting Members. This corporation shall have no voting members (as defined by Corporations
      Code Section 5056). Any actions of the corporation which might otherwise require approval by
      a majority of all members or approval by the members shall only require approval of the Board
      of Directors.
   b. Non-Voting Members. This corporation shall have non-voting members as defined from time
      to time by the Board of Directors.

5. DIRECTORS.
   a. Number. The Board of Directors shall consist of at least twenty-one (21) but no more than
      forty (40) Directors until changed by amendment to these bylaws.
   b. Qualifications of Directors.
      (1) Six (6) of the Directors shall be representatives of Cabrillo College, at least one (1) of
      whom shall be a full-time faculty member of Cabrillo College. The College's President,
      Vice President, and three (3) College Trustees will be selected to serve on the
      Foundation Board. The College representatives shall be selected by the Foundation's
      Board of Directors from a slate submitted by the Nominating Committee as further
      provided in the section of these bylaws governing the Nominating Committee.
      (2) The remaining Directors will be community representatives selected by the Board of
      Directors from a slate submitted by the Nominating Committee as further provided in
      the section of these bylaws governing the Nominating Committee.
   c. Election and Term of Office.
      (1) Approximately one-third (1/3) of the community Directors shall be elected at the
      regularly-scheduled May meeting to hold office for three (3) years, except that a
      Director who has never before served on the Board of Directors shall serve an initial
      term of one (1) year (or until June 30 the next year) rather than a full term of three (3)
      years. Each Director's three-year term shall commence July 1 after elected at the May
      meeting and shall expire June 30 three years hence; each new Director's one-year
      term shall commence July 1 after elected at the May meeting and shall expire June 30
      one year hence. No community Director shall hold office for more than two (2)
      consecutive full three-year terms in addition to his or her initial one-year term as a new
      Director with the sole exception of the President who is extended a one-year term to
      serve as Past President.
      (2) The Directors who are representatives of Cabrillo College shall hold office for three (3)
years, except in the event of an earlier termination of any such Director's status as a representative of the College. In that event, such a Director's term of office shall end at the same time as that Director ceases to be a College representative. There is no limit on the number of consecutive three-year terms a Director who is a representative of Cabrillo College may serve.

(3) The Secretary shall keep a record of the appropriate term for each Director, and any vacancies shall be filled to hold office only until the expiration of the term for which the Director was originally appointed or elected or until the election of a qualified successor. The Board may from time to time establish a shorter term for a vacancy as appropriate to maintain approximately one-third (1/3) of the Directors' terms expiring each year.

(4) When these bylaws are initially adopted, the Directors shall, by lot, divide themselves into three (3) groups, with one having a term expiring the following year, another group with terms expiring two years later, and the third (including any odd number of Directors) having full three year terms. Thereafter, the terms of approximately one-third (1/3) of the Directors will expire June 30 next preceding each annual meeting.

d. Vacancies on the Board. Except for a vacancy created by the death, resignation, removal or disqualification of a Director nominated by the Governing Board of the Cabrillo College District or by the Cabrillo Faculty Senate, vacancies on the Board may be filled by a majority of the Directors then in office, whether or not a quorum, or by a sole remaining Director if applicable. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires. Vacancies created by the death, resignation, removal or disqualification of a Director nominated by the Governing Board of the Cabrillo College District or by the Cabrillo Faculty Senate shall be filled by holding an election at any regular or special meeting of the Board.

e. Director's Meetings.

(1) Place of Meeting. Meetings of the Board shall be held on the campus of Cabrillo College, or elsewhere in Santa Cruz County pursuant to notice.

(2) Meetings by Telephone. Any meeting may be held by conference telephone or similar communication equipment, as long as all Directors participating in the meeting can hear one another. All such Directors shall be deemed to be present in person at such a meeting.

(3) Annual Meeting. The Board shall hold its annual meeting at 12:00 noon on the second Tuesday of September of each year.
(4) Other Regular Meetings. Other regular meetings of the Board may be held without notice at 12:00 noon on the second Tuesday of November, February, and May of each year.

(5) Special Meetings. Special meetings of the Board for any purpose may be called at any time by the President, Vice President, Secretary, or any two Directors. Notice of the time and place of special meetings shall be given to each Director by (a) personal delivery of written notice; (b) first-class mail, postage prepaid, or by email to the address of the Director contained in the records of the corporation; (c) by telephone, either directly to the Director or to a person at the Director's office or residence who would reasonably be expected to communicate that notice promptly to the Director. All such notices shall be given or sent to the Director's address or telephone number as shown on the records of the corporation. Notices sent by first-class mail shall be deposited in the United States mails at least four (4) days before the time set for the meeting. Notices given by personal delivery, email or telephone shall be delivered or telephoned at least forty-eight (48) hours before the time set for the meeting. Any notice shall state the time of the meeting and the place if the place is other than the principal office of the corporation.

(6) Quorum. One-third (1/3) of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or a decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be the act of the Board, subject to the more stringent provisions of the California Non-Profit Public Benefit Corporation law (see Corporations Code §5211(a)).

(7) Waiver of Notice. Notice of a meeting need not be given to any Director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

(8) Electronic Meetings. For purposes of approving the submission of proposals, electronic notification is permissible. The Executive Committee is delegated the authority to recommend submission of proposals. Notice of electronic meetings must be made 24 hours before the meeting.

f. Action Without a Meeting. Any action that the Board is required or permitted to take may be taken without a meeting if all the members of the Board consent in writing to that action as
provided in Corporations Code Section 7211 (b).

6. **OFFICERS.** The officers of the corporation shall be a President, a Secretary, a Chief Financial Officer, and a Past President. The corporation may also have, at the Board's discretion, one or more Vice Presidents, one or more Assistant Secretaries, and one or more Assistant Financial Officers. Any number of offices may be held by the same person, in the discretion of the Board.

   a. **Election.** The officers of the corporation shall be chosen annually by the Board and shall serve at the pleasure of the Board. Each officer shall have the title, have the authority, and perform the duties specified in these bylaws or determined by the Board. The term of office shall commence at the close of the regular meeting next preceding the annual meeting and shall last for one (1) year or until a successor is found.

   b. **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for regular appointments to that office.

   c. **Responsibilities of Officers.**

      (1) **President.** Subject to the control of the Board, the President shall be the general manager of the corporation and shall supervise, direct and control the corporation's activities, affairs, and officers. The President shall preside at all Board meetings and shall have such other powers and duties as the Board or bylaws may prescribe.

      (2) **Vice President.** In the absence or disability of the President, the Vice President shall perform all duties of the President. When so acting, a Vice President shall have all the powers of and be subject to all restrictions on the President. The Vice President shall have such other powers and perform such other duties as the Board or the bylaws may prescribe.

      (3) **Secretary.** The Secretary shall cause to be kept at the corporation's principal office a minute book of all meetings and actions of the Board and Board committees. The minutes of meetings shall include the time and place of the meeting, whether regular or special, and if special how authorized, the notice given and the names of those present. The Secretary shall cause to be kept at the principal office a copy of the Articles of Incorporation and bylaws, as amended to date. The Secretary shall cause to be given notice of all meetings required by these bylaws to be given, and shall keep the corporate seal and have such other powers and perform such other duties as the Board or bylaws may prescribe. The President of Cabrillo College will serve as an Assistant Secretary.
(4) Chief Financial Officer. The Chief Financial Officer shall cause to be kept and maintained adequate and correct books and accounts of the corporation's properties and transactions. The Chief Financial Officer shall cause to be given to the Directors such financial statements and reports as required by law, by these bylaws, or as directed by the Board. The books of account shall be open to inspection by any Director at all reasonable times. The Chief Financial Officer shall cause to be deposited all money and other valuables in the name and to the credit of the corporation with such depositories as the Board may designate, shall disburse the corporation's funds as the Board may direct, and shall have such other powers and perform such other duties as the Board or the bylaws may prescribe. The Vice-President of Business Services for Cabrillo College will serve as an Assistant Financial Officer. If required by the Board, the Chief Financial Officer (and/or any assistant financial officers or employees maintaining financial records) shall give the corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance.

(5) Past President. The immediately preceding President will serve as Past President, if available. If not available, this office will remain vacant. The Past President will be an advisor to the other officers, the Executive Committee, and the Board of Directors at large, taking on such other specific duties as the President shall prescribe from time to time.

d. Indemnification. To the fullest extent permitted by law, this corporation shall indemnify its Directors, officers, employees and other persons described in Section 5238 of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any proceeding as that term is used in that Section and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that Section. "Expenses" as used in this bylaw shall have the same meaning as in Section 5238 of the California Corporations Code.

7. COMMITTEES.

a. Committees of the Board. The Board, by resolution adopted by a majority of the Directors then in office (provided a quorum is present) may create one or more committees, each consisting of at least two Directors to serve at the pleasure of the Board.

(I) Authority of Board Committees. Any such committee, to the extent provided in the
Board resolution, shall have the authority of the Board, except that no committee, regardless of Board resolution, may:

(a) take any final action on any matter that, under the California Non-Profit Public Benefit Corporation Law, also requires approval of the majority of all Directors;
(b) fill vacancies on the Board or on any committee that has the authority of the Board;
(c) provide for compensation of any Director;
(d) amend or repeal bylaws or adopt new bylaws;
(e) amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable;
(f) create any other committees of the Board or appoint the members of committees of the Board;
(g) expend corporate funds to support a nominee for Director after more people have been nominated for a Director than can be selected; or
(h) approve any contract or transaction to which the corporation is a party and in which one or more of its Directors has a material financial interest, except as special approval is provided in Section 5233(d)(3) of the California Corporations Code.

(2) Actions of Board Committees. Actions of Board committees shall be taken in accordance with provision of these bylaws concerning Board meetings. The Board may adopt rules for the governing of any committee, provided they are consistent with these bylaws, or in the absence of rules adopted by the Board the committee may adopt its own rules.

b. Standing Board Committees.

(1) Executive Committee. The corporation shall have an Executive Committee with such power and authority as is delegated to it by the Board of Directors and as is authorized by law. The Executive Committee shall consist of the President, Vice President, Secretary, Chief Financial Officer, Past President of the Foundation, and the President of Cabrillo College, together with no more than six (6) currently sitting Directors at large, to be appointed by the President, making a total of no less than nine and no more than twelve members of the Executive Committee. A quorum of the Executive Committee shall consist of any three (3) committee members. If a quorum exists, action may be taken by a majority of those present.
(2) Finance and Investment Committee. There shall be a finance and investment committee composed of the Chief Financial Officer and at least two other Directors. This committee will report to the Board at each regular meeting concerning the income, expenses, and investments of the corporation, and will submit a budget annually for Board approval. Subject to the general supervision of the Board, the Finance and Investment Committee shall exercise control over the funds of the corporation, which funds may be invested by the Committee in such securities, banks, instruments, real and personal property, and other assets as the Committee shall determine to be prudent and appropriate from time to time. The Committee shall have the authority and responsibility to sell gifts received by the Foundation, and may authorize the Chief Financial Officer or other Officer to transfer, assign, convey title, execute stock powers, and to buy and sell stock, and other securities and instruments, and in general to exercise the powers of the corporation with regard to its assets and investments.

(3) There shall be an Audit Committee. The Audit Committee selects an auditor, meets with the auditor prior to the audit, and reviews the audit after the audit is completed. The Audit Committee is separate from the Finance Committee and presents its findings directly to the Executive Committee and the Board. Audit Committee members are appointed by the Board of Directors. There should be a minimum of three members. At least one member is to have a strong accounting background with experience preparing, auditing, analyzing or evaluating financial statements and an understanding of internal controls and procedures for financial reporting. The Audit Committee may include Directors or Trustees, but no staff members of the corporation. Members of the Finance Committee may serve on the Audit Committee so long as they make up less than half of the committee and do not serve as the head of the Audit Committee.

(4) Development Committee(s). There shall be one or more development committees, as determined from time to time by the Board of Directors, charged with responsibility for soliciting gifts, bequests and memberships and with other forms of fundraising for the corporation.

(5) Nominating Committee. A Nominating Committee consisting of at least three Directors shall prepare a slate of nominees for all officers and for an appropriate number of Directors, due regard being given to the number of Directors with terms that will expire June 30 and to the total number of Directors sought for the Board.
Concerning nomination of those Directors who are representatives of Cabrillo College, the committee will solicit and consider suggestions for nominees from the Governing Board of the Cabrillo College District and from the Cabrillo Faculty Senate. In the event of vacancies created by the death, resignation, removal or disqualification of a Director who is a college representative, either the Nominating Committee or the Executive Committee may recommend new college representative nominees for election by the Foundation Board at its next regular or special meeting.

6. Scholarship Awards Committee. There shall be a scholarship awards committee composed of at least three Directors whose function shall be to supervise the corporation's scholarship program. The Cabrillo Faculty Scholarship Committee shall be responsible for the selection of scholarship recipients in accordance with the general policies established by the Board and administered by the Scholarship Awards Committee.

c. Advisory Committees. The corporation shall have such advisory committees as it may establish from time to time by resolution of the Board. Advisory committees will function for such purposes and under such rules as established by the Board, or in the absence thereof, such rules as adopted by the committee, provided in all events that they are consistent with these bylaws. Advisory committees shall take no action except as authorized by the Board in its resolution.

8. CORPORATE POWERS.

a. General Corporate Powers. Subject to the provisions and limitations of the California Non-Profit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the Articles of incorporation or these bylaws, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

b. Specific Powers. Without prejudice to the general powers set forth above, and subject to the same limitations, the Directors shall have the power to:

1. Appoint and remove, at the pleasure of the Board, all of the corporation's officers, agents, and employees; prescribe powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these bylaws; and fix their compensation and require from them security for faithful performance of their duties.

2. Adopt, amend, and repeal bylaws;
(3) Purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Directors, employees, and other agents, insuring against any liability asserted against or incurred by any officer, Director, employee, or agent in such capacity or arising out of such person’s association with the corporation.

(4) To have the other powers set forth in Corporations Code Section 5140.

9. RECORDS AND REPORTS.

a. Corporate Records. The corporation shall keep:

(1) adequate and correct books and records of account;

(2) written minutes of the proceedings of its Board and committees of the Board; and

(3) a record of each Director’s name, address, telephone number, and term of office.

b. Inspection. On written demand, any Director may inspect, copy, and make extracts from the accounting books and records and the minutes of the proceedings of the Board of Directors, and Board committees, at any reasonable time. Any such inspection and copying may be made in person or by the Director’s agent or attorney. This right of inspection extends to the records of any advisory committee to the corporation.

c. Annual Report. The Board shall cause an annual report to be sent to all Directors within one hundred twenty (120) days after the end of the corporation’s fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year:

(1) the assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;

(2) the principal changes in asset and liabilities, including trust funds;

(3) the revenues or receipts of the corporation, both unrestricted and restricted to particular purposes; and

(4) the expenses and disbursements for both general and restricted purposes. There shall be available for examination in the corporation’s business office any reports and the annual report of independent accountants, or if there is no such report, a certificate of an authorized officer of the corporation that the statements in the annual report were prepared without audit from the corporation’s books and records.

d. Audit. The accounts of the Chief Financial Officer and the annual report shall be audited by a certified public accountant appointed by the Directors at the end of each fiscal year, and at such other times as are deemed by the Directors to be appropriate.

e. Annual Statement of Certain Transactions. As part of the annual report to all members, the corporation shall annually prepare and mail or deliver to each Director a statement of any
transaction or indemnification of the following kind within one hundred twenty (120) days after the end of the corporation's fiscal year:

(i) Any transaction (i) in which the corporation, its parent, or its subsidiary was a party, (ii) in which an "interested person" had a direct or indirect material financial interest, and (iii) which involved more than $50,000 or was one of a number of transactions with the same interested person involving, in the aggregate, more than $50,000. For this purpose, an "interested person" is either of the following: (i) any Director or officer of the Corporation, its parent, or subsidiary (but not mere common directorship); or (ii) any holder of more than ten percent of the voting power of the corporation, its parent, or its subsidiary. The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the corporation, the nature of their interest in the transaction, and if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

(2) Any indemnifications for advances aggregating more than $10,000 paid during the fiscal year to any officer or Director of the corporation pursuant to these bylaws, unless that indemnification was already approved under Section 5238(e)(2) of the California Corporations Code.

10. MISCELLANEOUS.

a. Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction, and definitions of the California Non-Profit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter; the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

b. Compensation. No Director will be compensated for his or her services as a Director of the corporation.

c. Prohibit Funds. The Foundation may not receive any gifts, donations, or contributions from any person who is both a substantial contributor or a 20% owner of a substantial contributor, and who, alone or together with other substantial contributors, may control the Foundation Board. A substantial contributor is one who contributes the larger of $5,000 or 2 percent of the aggregate of total contributions in the year in which the gift is made. The Foundation may not receive gifts, donations, or contributions from more than three (3) trustees of the Cabrillo Community College District Board of Trustees in any given year.
d. Fiscal Year. The fiscal year of the corporation shall begin on the first day of July and end on the last day of June of each year.

e. References to Public Laws. Any references to specific sections of any public law shall be deemed to refer to the appropriate corresponding provision of any future amendment, re-enactment, or successor laws, as required to carry out the intent of the original provision.

f. Interpretation. These bylaws shall be interpreted as necessary to maintain the corporation's tax exempt status.

11. AMENDMENTS. New bylaws may be adopted, or these bylaws may be amended or repealed by a majority of the Directors then in office, provided a quorum is present. Any provision of these bylaws, including this one, that requires the vote of a larger proportion of the members than otherwise is required by law may not be altered, amended, or repealed except by the vote of that greater number. No amendment may extend the term of a Director beyond that for which the Director was elected with the sole exception of the President who has served two three-year terms and is extended a one year term to serve as Past President.

Approved by the Executive Committee on 1-22-09.

Approved by the Board of Directors on 2-10-09.