

## **BYLAWS**

### **FOR THE REGULATION, EXCEPT AS OTHERWISE PROVIDED BY STATUTE OR ARTICLES OF INCORPORATION, OF THE COLLEGE OF THE CANYONS FOUNDATION A California Nonprofit Public Benefit Corporation**

#### **ARTICLE I OFFICES**

The College of the Canyons Foundation (the "Corporation") Office of Development shall be located at 26455 North Rockwell Canyon Road, Valencia, California 91355. The Board of Directors (the "Board") may change the location of this office.

#### **ARTICLE II SEAL**

The Corporate Seal shall consist of a circle having on it the words "The College of the Canyons Foundation" and the words "Incorporated December 12, 1980, California".

#### **ARTICLE III PURPOSE**

The primary purpose of the Corporation is to assist in the achievement and maintenance of a superior program of public education and community participation within the Santa Clarita Community College District (the "District") by receiving contributions from the public, raising funds, and making contributions to educational and community programs of the District, and by developing, conducting and financing fund raising programs and projects designed to benefit the students enrolled in the educational and community programs of the District.

Functions performed by the Corporation shall be authorized through a Master Operating Agreement with the District, consistent with Section 59259 of Title 5, California Code of Regulations.

#### **ARTICLE IV MEMBERSHIP**

No Regular Members. In accordance with Section 5310 of the California Nonprofit Public Benefit Corporation Law, the Corporation shall have no members within the meaning of Section 5056 of that law. All actions which would otherwise require approval by a majority of all members or approval by members shall require only approval of the Board. All rights which would otherwise vest in members shall vest in the Board individuals ("Director(s)").

**ARTICLE V**  
**BOARD OF DIRECTORS**

Section 1. Number of Directors

The Board shall consist of not less than nine (9) and up to seventy-five (75) directors, the exact number to be determined from time to time by the Board. New directors will be nominated by the Board Development Committee before they are brought forward to the Executive Committee for ratification prior to presentation to the Board of Directors for election. New directors will be installed at a Board meeting. The following District-related persons shall be Designated Directors of the Corporation: the Chancellor, Assistant Superintendent/Vice President of Instruction and/or Student Services, the Assistant Superintendent/Vice President, Business Services, the Deputy Chancellor, Vice President, Canyon Country Campus and the Foundation Executive Director. The above District employee titles are subject to change from time to time, in which case the next amendments to these By-laws will incorporate any change in position titles. A title change to a Designated Director does not affect membership on the Board.

Section 2. Term of Office

Elected directors shall serve six (6) year terms and there are no terms limits. Directors will be re-elected at the end of the six (6) year term.

Section 3. Voting Rights

Each voting director shall have one vote. Proxy votes are permitted via email to the Executive Director as long as the vote is received before the Board or Executive Committee meetings.

Section 4. Powers of Directors

The Corporation shall have such powers as are now or may hereafter be granted by the laws and regulations governing auxiliary organizations of the California Community Colleges and by the Nonprofit Public Benefit Corporation Law of the State of California, except as limited by the provisions of its Articles of Incorporation or these Bylaws.

Section 5. Compensation

No director shall receive any salary or other similar compensation for any services as a director; however, the Board may authorize the reimbursement of actual and necessary expenses incurred by individual directors performing duties as directors. Such authorization shall be made in advance of any such expenses being incurred.

Section 6. Liability

No director shall be personally liable for the debts, liabilities or obligations of this corporation.

Section 7. Insurance

The Corporation or the District shall maintain adequate liability insurance and directors' liability insurance for all activities connected with the corporation.

## Section 8. Indemnification

(a). Right of Indemnity. To the fullest extent permitted by law, the Corporation shall indemnify its directors, officers, employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonable 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(a) of the California Corporations Code.

(b). Approval of Indemnity. On written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the Board shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification.

(c). Advancement of Expenses. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding covered by those Sections shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

(d). Insurance. The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its directors, officers, employees, and other agents, against any liability asserted against or incurred by an director, officer, employee, or agent in such capacity or arising out of the director’s, officer’s, employee’s or agent’s status as such.

## Section 9. Board Liaison

A Board Liaison, designated as a District Board of Trustees member selected annually by the Board of Trustees, may attend Corporation Board meetings and may participate in meeting discussions.

## Section 10. Resignation and Removal

Any director may resign from the Board at any time by giving notice to the Chair or Secretary of the Corporation and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A director, (except designated Directors) must attend at least four (4) of the six (6) Foundation Board meetings per fiscal year unless extenuating circumstances prevent attendance. Directors will be responsible for notifying the Chair or the Secretary of the Corporation of such circumstances prior to the Board meeting. Such director may be removed from the Board by the vote of majority if they do not comply. A Director who fails to comply with any

provision of these Bylaws and/or the requirements set forth in the Board of Directors Engagement Agreement may be removed from the Board by a simple majority vote of Directors present at any regularly-scheduled meeting. Further, such Director is ineligible to vote in the decision regarding removal.

## **ARTICLE VI** **MEETINGS**

### Section 1. Place of Meeting

Meetings of the Board shall be held at any place within the District's legally established service area. In the absence of such designation, meetings shall be held at the principal office of the Corporation.

### Section 2. Regular Meetings

Regular meetings of the Board shall be held at least quarterly upon notice in accordance with Section 6 of the Article VI.

### Section 3. Teleconference and Written Ballot Actions

Actions by the Board and Committees may be taken in circumstances where it is impractical for a quorum to be physically present at a meeting. Acts without a meeting shall be by written ballot in accordance with Corporations Code Section 5513. Meetings by electronic communications shall comply with Corporations Code Section 5510.

### Section 4. Annual Meeting

An annual meeting of the Board shall be held in June of each year to nominate and elect officers, re-elect Non-Designated directors and conduct other business as may be brought to the Board.

### Section 5. Special Meetings

Special meetings of the Board may be called by, or at the direction of, the Chair or by one-third of the directors, to be held on such date and at such time and place as shall be designated in the notice of meetings.

### Section 6. Notice of Meetings

Notice of the date, time and place of any meeting of the Board, other than special meetings, shall be given at least seventy-two (72) hours previous thereto by written notice delivered personally or sent by mail, facsimile, or electronic mail to each director at his or her address, facsimile number or electronic mail address as shown in the records of the Corporation. If mailed, such notice shall be deemed to be delivered the next day during which regular mail deliveries are made after the day such notice is deposited in the United States Postal Service in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by facsimile or electronic mail, such notice shall be deemed delivered when the facsimile or electronic mail is transmitted. Notice of special meetings shall be delivered at least twenty-four (24) hours before the date and time thereof. The business to be transacted at any regular or special meeting of the Board shall be specified in the notice of such meeting.

Section 7. Waiver of Notice

Whenever any notice is required to be given under the provisions of the California Nonprofit Public Benefit Corporation Law, or under the provisions of the Articles of Incorporation or by these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Appearance at a meeting by a director shall be deemed to be a waiver of notice, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 8. Quorum and Manner of Acting

25% of the number of directors in office shall constitute a quorum of the Board and a majority of Executive Committee shall constitute a quorum of the Executive Committee for the transaction of business, except to adjourn as provided in Section 9 of this Article VI. Every act of decision done or made by a majority of the directors present at a meeting at which a quorum is present shall be regarded as the act of the Board. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of a director or directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 9. Adjourned Meetings

A quorum of the Board may adjourn any board meeting to meet again at a stated day and hour; provided, however, that in the absence of a quorum, a majority of the Board present at any Board meeting, either regular or special, may adjourn from time to time until the time fixed by the next regular meeting of the Board. If the meeting is to be adjourned for more than twenty-four (24) hours, then notice of the adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who are not present at the time of the adjournment.

Section 10. Open Meetings

All open meetings of the Board shall be open and public, and all persons shall be permitted to attend any meeting of the Board, in conformity with Section 54950 of the Government Code. However, the Board may hold closed sessions during any meeting to consider those matters that may lawfully be considered in such sessions.

Section 11. Minutes of Meetings and Conduct

Regular minutes of the proceedings of the Board shall be kept in a book provided for that purpose. The Board may adopt its own rules of procedure insofar as such rules are not inconsistent with, or in conflict with, these Bylaws, the Articles of Incorporation of the Corporation, or with the California Corporations Code.

**ARTICLE VII**  
**OFFICERS**

Section 1. Officers

The officers of the Corporation shall be the Board Chair, First Vice Chair, Second Vice Chair, Executive Director (or comparable position appointed by the Executive Committee), Secretary, Treasurer, Parliamentarian and any such other officers as the

Board may elect. The Executive Director may serve as Secretary. All officers shall be selected from among the Board with the exception of the Executive Director and also the Treasurer, who is a designated officer, and shall be the Assistant Superintendent, Vice President of Business Services. Each director may hold only one office at any time. This shall not preclude the Executive Director or other Corporation staff member as designated by the Executive Committee from holding more than one office. The Executive Director shall not hold the office of Chair.

Section 2. Election

The officers of the Corporation shall be nominated and elected at the Board's annual meeting in June or at such other time as determined by Article VI, Section 4. Officers shall assume their duties at the close of the annual meeting. Prospective officers shall be nominated by the Board Governance Committee which includes at least two directors. Additional nominations may be made from the floor. Only those directors who have signified their consent to serve shall be nominated for or elected to office.

Section 3. Vacancies

A vacancy occurring in any active office may be filled for the unexpired term by a nomination with ratification by a majority vote of the Board.

Section 4. Removal

Any officer elected or appointed by the Board may be removed from office by a majority vote of the Board whenever such removal is in the best interests of the Corporation.

Section 5. Chair

The Chair shall be the Chief Executive Officer of the Corporation and as such shall be responsible for the general supervision, direction and control of the business and affairs of the Corporation. The Chair shall preside at all meetings of the Board, shall serve as primary spokesman of the Board, and shall have such other powers and duties as may be prescribed by the Board.

Section 6. First Vice Chair

In the absence or disability of the Chair, the First Vice Chair shall preside and perform the duties of the Chair. The First Vice Chair shall have such other duties as may be prescribed by the Board.

Section 7. Second Vice Chair

In the absence or disability of the First Vice Chair, the Second Vice Chair shall preside and perform the duties of the First Vice Chair. The Second Vice Chair shall have such other duties as may be prescribed by the Board.

Section 8. Management

Corporation management staff shall attend all Board and Executive Committee meetings, and keep a full and complete record of the proceedings. The Executive Committee is authorized to employ a qualified professional manager as the Executive Director (or comparable title selected by the Executive Committee) to perform all day-to-day

operational-related tasks for the Corporation with such powers and duties as may be prescribed by the Board.

Section 9. Secretary

The Secretary shall be the custodian of the corporate seal and records and shall supervise the recording and maintaining the minutes of all meetings of the Board and committees or advisory boards.

Section 10. Treasurer

The Treasurer shall be the custodian for all funds of the Corporation, which funds shall be deposited in such banks and other financial institutions as may from time to time be designated by the Board. The Treasurer shall be the District Assistant Superintendent, Vice President of Business Services. Funds of this corporation shall be disbursed only on checks or other withdrawal orders of the Corporation bearing the signatures as authorized in Board policy. Such officers, directors or other persons shall be specifically authorized by the Board to sign checks or other withdrawal orders. The Treasurer shall generally supervise the accounting and bookkeeping of the Corporation. The Treasurer or his/her designee shall regularly report to the Board as to the financial condition and results of operations of the Corporation, and shall have such other powers and duties as may be prescribed by the Board.

Section 11. Parliamentarian

A Parliamentarian may be appointed by the Chair to guide meetings according to parliamentary procedure.

**ARTICLE VIII**  
**COMMITTEES AND ADVISORY BOARDS**

Section 1. Committees

(a). General. The Board may appoint one or more committees, each consisting of two or more directors, and delegate to such committees any of the authority of the Board except with respect to:

- (1). The filling of vacancies on the Board or on any committee;
- (2). The fixing of compensation of the directors for serving on the Board or on any committee;
- (3). The amendment or repeal of Bylaws or the adoption of any new Bylaws;
- (4). The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (5). The appointment of other committees of the Board or the members thereof; or
- (6). The approval of any self-dealing transaction, as such transactions are defined in Section 5233(a) of the California Nonprofit Public Benefit Corporation Law.
- (7). The final approval of the Foundation's bi-monthly Financial Reports

Any such committee must be created, and the members thereof appointed, by resolution adopted by a majority of the Board. The Chair shall appoint the Chairs of all committees from among the members thereof. The Board may appoint, in the same manner, alternate members of any committee who may replace any absent member at any meeting of the committee. The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Minutes shall be kept of each meeting of each committee.

(b). Executive Committee. The Board shall appoint an Executive Committee with the delegated authority to perform the duties expressed in these Bylaws or by written Board policy. The Executive Committee will meet bi-monthly to provide oversight of the operational business of the Corporation to include but not be limited to: monthly financial statement review and approval; review and approval of disbursements; review and approval of service contracts; personnel issues; enter into partnerships or relationships with other organizations as well as other functions designated in writing by the Board. Corporation policies will be reviewed and recommended by the Executive Committee for full Board approval. Copies of all documentation approved by the Executive Committee will be provided to the Board.

(c) Finance Committee. The Finance Committee will meet bi-monthly to provide oversight of the Corporation's financial matters to include: monthly financial statement review and approval; review and approval of disbursements and budget transfers; review of investment portfolio, cash balance summary and operating cash flow statement. The Finance Committee shall be comprised of three or more directors, each of whom shall be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Finance Committee. The Finance Committee may not include the Chair of the Audit Committee; however, the Board may appoint advisors to the Finance Committee who are not members of the Board. The Treasurer is required to sit on the Finance Committee.

(d) Audit Committee. The Audit Committee is appointed by the Board from among the directors or others appointed by the Board. The Audit Committee will be separate from the Finance Committee and the Chair of the Audit Committee may not be a member of the Finance Committee and the members of the Finance Committee must be in a minority on the Audit Committee. In addition, the audit committee may not include any staff members from the Corporation including the Executive Director or the Treasurer. However, the Board may appoint advisors to the audit committee who are not Directors. Members of the Audit Committee may not receive any compensation, other than in their capacity as District employees, and may not have any material financial interest in any entity doing business with the Corporation. The Audit Committee is responsible for conferring with the auditor to satisfy themselves that the financial condition of the Corporation is appropriate; and reviewing and recommending action on the audit report.

(e) Board Development and Leadership Committee. The Board Development and Leadership Committee will assist the Board by (a) keeping the Board informed of current



best governance practices; (b) advising the Board on the skills and experience that should be required of potential Directors; (c) developing and recommending to the Board a set of Governance Guidelines; (d) developing standards by which the Board can annually review its own performance; and (e) undertaking such duties as may be delegated by the Board. The Board Governance Committee shall consist of at least three (3) Directors. The Board Chair shall appoint the Chair of the Board Development and Leadership Committee.

Section 2. Advisory Boards

The Board may appoint one or more advisory boards, each consisting of two (2) or more directors, community members or business leaders. Such advisory boards shall have their membership and functions defined by a resolution of the Board. The Board Chair shall appoint the Chairs of all advisory boards. Advisory boards shall make recommendations to the Board through the Executive Committee, and shall not have the authority of the Board with regard to any matters they may consider. Minutes shall be kept at each meeting of each Advisory Board.

Section 3. Procedures

The Board may prescribe appropriate rules of procedures, not inconsistent with the Bylaws, by which proceedings of any committee or advisory board shall be conducted.

**ARTICLE IX**  
**OTHER PROVISIONS**

Section 1. NonProfit Integrity Act Provisions

The Corporation will comply with all applicable provisions of the Nonprofit Integrity Act.

Section 2. Contracts, Checks, Deposits and Funds

The following procedures shall be followed with respect to contracts, checks, deposits and funds:

- (a) The Board may authorize the Executive Committee or any officer(s) or agent(s) of the Corporation, in addition to the active and administrative officers so authorized by these Bylaws, 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 by the Board, 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 for any purpose or amount.
- (b) The Board delegates authority to the Executive Committee and authorized Corporation and District staff to conduct certain business on behalf of the Board in accordance with Board policy.
- (c) The Board designates the minimum authorized signatures on documents for Corporation transactions in accordance with Board policy.

- (d) All funds of the Corporation shall be deposited in a timely manner to the credit of the Corporation in such banks, savings and loans, trust companies, or other depositories as the Board may select.

### Section 3. Financial Audit and Review

The financial books and records of the Corporation shall be audited on an annual basis, and such audited statements shall be reviewed and approved by the Executive Committee and published, all in accordance with the Santa Clarita Community College District Implementing Regulations. The Corporation is required to file Form RRF-1 with the California Attorney General and will comply with the following requirements:

- (a) Annual financial statements using generally accepted accounting principals will be audited by an independent Certified Public Accountant.
- (b) The financial statements will be audited by an independent auditor whose relationship with the Corporation complies with Government Auditing Standards issued by the Comptroller General of the United States.
- (c) The audited financial statements will be available to the public on the same basis as the Form 990 within nine months after the close of the fiscal year.
- (d) The annual financial reports shall conform to the accounting and reporting system issued by the State Chancellor's office.

### Section 4. Fiscal Year

The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June in each year.

### Section 5. Inspection of Records

According to Corporation Code Section 6334, every Director and Designated Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and inspect the physical properties of the Corporation of which such person is a Director, provided that such Director shall not have the right to inspect those books, records or documents made privileged or confidential by law. This inspection must be made by the Director in person, and the Director may be accompanied by an agent of the District or an attorney, and the right of inspection includes the right to copy and make extracts of documents. Nothing in this section shall affect the right of the Board to conduct the business of the Corporation as set forth in these Bylaws.

### Section 6. Inspection of Articles and Bylaws

The Corporation shall keep in its Office of Development the original or a copy of its Articles of Incorporation and of these Bylaws as amended to date, which shall be open to inspection at all times.

### Section 7. Construction and Definitions

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the general provisions of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws.

Section 8. Amendment

These Bylaws may be amended or repealed and new Bylaws may be adopted by a majority of Directors present at any regular meeting or any special meeting of the Board, if at least ten days written notice is given of intention to alter, amend, or repeal, or to adopt new Bylaws at such meeting. These Bylaws, and any amendments to the Bylaws, shall be subject to final approval by the Board.

Section 9. Attorney and Accountant Services

The Board shall have the benefit of the advice and counsel of at least one attorney admitted to practice law in the State of California and at least one California licensed certified public accountant. Neither the attorney nor the certified public accountant need be Directors.

Section 10. Dissolution

The Corporation shall use its funds only to accomplish the objectives and purposes specified in the Articles of Incorporation, the Santa Clarita Community College District Implementing Regulations, the Master Agreement and these Bylaws. No part of said funds shall inure, or be distributed to, Directors of the Corporation. Upon dissolution of the Corporation, any funds then remaining shall be distributed subject to provisions within the Articles of Incorporation.

Section 11. Submission of Annual Program and Budget

The Board shall submit its program and budget for the next fiscal year to the Chancellor of the District for his/her approval on or before June 30 of each year. Should the Chancellor of the District determine that any program or appropriation planned by the Corporation is not consistent with the policies of the District, the program or appropriation shall not be implemented. Further, should a program or appropriation which had received approval, upon review, be determined by the Chancellor of the District to be operating outside of the scope of the policies of the District, then that program or appropriation shall be discontinued by direction of the Chancellor of the District until further review is accomplished and an appropriate adjustment is made.

IN WITNESS WHEREOF:

I, the undersigned, the Executive Director of the College of the Canyons Foundation, a Corporation organized and existing under the laws of the State of California, do hereby certify that the foregoing Bylaws, consisting of nine articles, were duly adopted as the amended Bylaws of said Corporation on the 17<sup>th</sup> day of November, 2020.

And further, that I have hereunto subscribed my name and affixed the seal of said Corporation this 17<sup>th</sup> Day of November, 2020.

MICHELLE REY  
Executive Director