

**BYLAWS  
OF  
EL CAMINO COMMUNITY COLLEGE  
DISTRICT FOUNDATION**

**ARTICLE I**

**Organization**

**Section 1. NAME**

The name of this Corporation is The El Camino Community College District Foundation.

**Section 2. PURPOSE**

The primary purpose of this corporation is to assist in the achievement and maintenance of a superior program of public education and community participation within the El Camino Community College District by receiving contributions from the public, raising funds and making contributions to the educational, arts, cultural, athletic, and other community programs of the El Camino Community College District. This will be achieved by developing, conducting, and financing programs and projects designed to benefit students enrolled in programs of the District

**Section 3 POWERS**

**3.1 Powers**

The Foundation shall have such powers as are now or may hereafter be granted to a Nonprofit Corporation of the State of California, except as limited by the provisions of the Foundation's Articles of Incorporation or these Bylaws.

**3.2 Nonprofit Status and Exempt Activities Limitations**

- (a) Nonprofit Legal Status. The Foundation is a California non-profit public benefit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.
- (b) Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of the corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)2 of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributed to any director, officer, member or other private person, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

#### **Section 4      DEFINED TERMS**

A “Board of Directors” shall mean the Board of Directors of The El Camino Community College District Foundation.

A “Board of Trustees” shall mean the Board of Trustees of The El Camino Community College District.

A “Foundation” shall mean The El Camino Community College District Foundation.

An “Ex-Officio” shall be (1) the President/Superintendent of El Camino College or his or her designee; (2) the Vice President of Student and Community Advancement; (3) one member of the Board of Trustees; and (4) three El Camino College representatives-at-large: one classified employee representative, one faculty representative, and one student member from the Associated Student Organization. These members are voting members.

An “Executive Director” or such individual as designated by the Board of Directors shall mean an employee of the El Camino Community College District, whose duties, powers and responsibilities are approved, granted, or delegated by the Board of Directors, the President/Superintendent, and approved by the Board of Trustees. This position is non-voting.

### **ARTICLE II**

#### **Corporate Offices**

The principal office of this Corporation at which its general business shall be transacted and where its records shall be kept shall be at the offices of the El Camino Community College District, 16007 Crenshaw Boulevard, El Camino College, Torrance, California 90506, or as otherwise designated by the Board of Directors.

### **ARTICLE III**

#### **Membership**

##### **Section 1.      MEMBERSHIP**

Persons who are directors of this Corporation shall be its only members and upon ceasing to be directors, such persons shall cease to be members. Selection of a director as provided in the Articles and Bylaws of this Corporation shall likewise operate to elect such director to membership in the Corporation.

##### **Section 2.      QUALIFICATIONS**

An individual’s eligibility for selection and service as a Director of the Foundation shall be

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conditioned upon the satisfaction of each of the following conditions, requirements and qualifications:

He or she shall be a person of responsibility, integrity, and high standing in the community in which he or she resides;

He or she shall satisfy all expectations set forth in the Board Goals and Expectations policy.  
He or she shall be voted on and approved by a majority of the Board of Directors.

### **Section 3. LIABILITY**

No person who is a director of this Corporation shall be personally liable for the debts, liabilities, or obligations of this Corporation.

### **Section 4. TERM LIMITS**

Directors shall serve an initial three-year term, as specified in the Articles of Incorporation, Article VI, Section (g). After the initial three-year term, subsequent terms shall be for three years, renewable by the Board. In order to create a succession plan, after three – three-year terms (nine years), Directors will resign for one year and may be invited to join again by a vote of the Board of Directors after the one-year hiatus. Should the President be in the last year of his or her third successive term (nine years); the President shall be eligible to serve an additional one-year term, prior to the required one-year hiatus, in order to fulfill the role of Immediate Past President.

### **Section 5. ADVISORY BOARD / ASSOCIATES**

The Board of Directors may appoint an advisory board of non-voting members which shall serve at the pleasure of the Board. The Advisory Board shall be persons who, as determined by the Board, are possessed of special prominence in the community or special talents and who, singly or collectively, can advise the Board on matters referred to them by the Board.

## **ARTICLE IV**

### **Powers of Directors**

Subject to limitations imposed by law, the Articles of Incorporation, or these Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be controlled by, the Board of Directors. Without limiting any such power or authority, the Board of Directors shall have the following powers:

- (a) To determine this Corporation's objectives and formulate plans designed to meet them;
- (b) To establish policies for administering the affairs of this Corporation;
- (c) To adopt and control the operating budget and financial plan of this Corporation and to assure the conduct of the financial affairs on a responsible basis in accordance with established policies;
- (d) To control, manage and maintain the property of this Corporation, borrow money for corporate purposes, and to cause to be executed and delivered therefore, in the Corporate name, promissory notes, bonds, debentures, deeds of trust, indebtedness and security therefore;
- (e) To sell any property, real, personal or mixed, owned by this Corporation at any time upon such terms as deemed advisable, at public or private sale, for cash or credit;
- (f) To retain uninvested sums received by this Corporation, when at the discretion of the Board of Directors such sums cannot be invested advantageously;
- (g) To retain all or any part of any securities, or property acquired by this Corporation in whatever manner, and to invest and to reinvest any funds held by the Corporation according to the judgment of the Board of Directors;
- (h) To invest funds received by this Corporation in such stocks, bonds, mortgages, loans, secured or unsecured, or other investments as the Board of Directors shall deem advisable as delineated in Investment Policy #200;
- (i) To appoint such committees as it deems necessary and to prescribe powers and duties for them;
- (j) To select and remove officers of this Corporation and prescribe powers and duties for them; and
- (k) No Director shall have a financial interest in any contract or transaction entered into by this Corporation unless disclosed in the Conflict of Interest Statement. Any such contract or transaction entered into in violation of this section is voidable at the discretion of the Board of Directors.

## **ARTICLE V**

### **Meetings of the Board of Directors**

#### **Section 1. ANNUAL MEETING**

The Annual Meeting of the Board of Directors shall be held each year, commencing with the year 1983, at the principal office of this Corporation at El Camino College, California, (or at such other place in the State of California as the Board of Directors may designate) during the month of May, where the election of officers and Board Resolutions shall be approved. Term of office shall commence on July 1, running through June 30 of the following year. The Board shall hold business meetings every other month, including the Annual Meeting.

#### **Section 2. SPECIAL MEETINGS**

Special meetings of the Board of Directors may be called at any time by (a) the President of the Board, or (b) in his or her absence by a Vice President of the Board; or any five or more members of the Board of Directors. Notices of such meetings shall be given pursuant to Government Code Section 54956.

#### **Section 3. NOTICES OF REGULAR MEETINGS**

Written notice of each annual, all regular meetings, and special meetings of the Board of Directors stating time, place and purpose thereof shall be mailed, postage prepaid, or transmitted electronically, not less than five or more than thirty days before the meeting, excluding the day of the meeting, to each Director at his or her address according to the last available corporate records. Any Director may make written waiver of notice before, at, or after a meeting. The waiver shall be filed with the person who has been designated to act as Secretary of the meeting, who shall enter it upon the records of the meeting. Appearance at a meeting is deemed a waiver unless it is solely for the purpose of asserting the illegality of the meeting. Meeting notice will be posted 72 hours in advance.

#### **Section 4. QUORUM**

At all meetings of the Board of Directors each director present shall be entitled to cast one vote on any question coming before the meeting. The presence of greater than 50% of the members of the Board of Directors, not including the Ex-Officio directors, then in office shall constitute a quorum at any meeting thereof, but the Directors present at any meeting, although less than a quorum, may choose to convene the meeting from time to time. Except as otherwise provided in these Bylaws, a majority vote of the Directors present at any meeting, if there is a quorum, shall be sufficient to transact any business.

**Section 5. ORIENTATION OF NEW DIRECTORS AND CURRENT DIRECTORS**

An orientation meeting will be held after ratification of newly seated Board Members. This meeting is optional for current or Ex-officio members of the Board of Directors.

**Section 6. RULES OF ORDER**

All meetings shall be conducted in accordance with the current edition of Robert's Rules of Order, Newly Revised.

**ARTICLE VI**

**Officers and Executive Director**

**Section 1. OFFICERS**

The officers of this Corporation shall be a President, two Vice Presidents, a Secretary, a Treasurer, and the Immediate Past President. Officers must be members of the Board. Officers shall be elected at the Annual Meeting by the Board of Directors to serve for a one year term or until their respective successors are chosen and have qualified. Any officer may at any time be removed by the Board of Directors with or without cause. The same person may hold any two offices at the same time except the offices of (a) President and Vice President or (b) President and Secretary.

**1a. PRESIDENT**

He or she shall preside at all meetings of the Board of Directors. He or she shall have general supervision, direction, and active management of the affairs of the corporation. He or she may execute on behalf of the Corporation where authorized by the Board of Directors, all contracts, deeds, conveyances and other instruments in writing, necessary for transaction of the business of the Corporation.

**1b. VICE PRESIDENTS**

The Vice Presidents in the order designated by the Board of Directors shall perform the duties of the President in the case of the President's absence or disability.

**(a) VICE PRESIDENT I**

The Vice President I shall perform the duties of the President in the absence of the President and these duties shall have the same force and effect as if they were executed on behalf of the Corporation by the President.

**(b) VICE PRESIDENT II**

The Vice President II shall perform the duties of the President in the absence of the President and Vice President I and these duties shall have the same force and effect as if they were executed on behalf of the Corporation by the President

**1c. SECRETARY**

The Secretary shall prepare and present to the Board of Directors such reports as it may desire and request at such time or times as it may designate. He or she may execute on behalf of the Corporation where authorized by the Board of Directors, all contracts, deeds, conveyances and other instruments in writing, necessary for transaction of the business of the Corporation.

**1d. TREASURER**

The Treasurer shall have the custody and oversight of all the funds and securities of the Corporation, and shall make financial reports to the Board of Directors as it may request. All checks, drafts, and notes drawn on Foundation Accounts, and other instruments of the Foundation, shall be signed by the Officers of the Board, Executive Director or other designees as appointed by the Board of Directors and ratified in the Board Resolutions at the Annual Meeting.

**1e. IMMEDIATE PAST PRESIDENT**

The President shall become Immediate Past President immediately following his or her term of office. The Immediate Past President shall offer guidance and historical perspective to the Executive Committee.

**1f. POWERS**

Any officer of the Corporation, in addition to the powers conferred by these Bylaws, shall have such additional powers and duties as may be prescribed from time to time by the Board of Directors.

**1g.. COMPENSATION**

Officers of this Corporation shall serve without compensation but shall be entitled to reimbursement for expenses as determined by the Board of Directors.

**Section 2. EXECUTIVE DIRECTOR**

The Executive Director or such individual as designated by the Board of Directors shall have such powers and duties as may be granted or delegated by the Board of Directors, the President/Superintendent, and approved by the Board of Trustees. He or she may execute on behalf

of the Corporation where authorized by the Board of Directors, all contracts, deeds, conveyances and other instruments in writing, necessary for transaction of the business of the Corporation.

Such powers/duties may include but not be limited to:

- (a) Collaborating with the Superintendent/President of the District and the Board of Directors of the Foundation to develop and implement a comprehensive fund raising program with specific long-range and short-range goals and objectives which reflect the District's priorities.
- (b) Identifying sources of funding, including private individuals, corporations, and foundations. Participating in major and deferred gift solicitations, formulating strategies and direct cultivation, solicitation, stewardship and recognition. Developing and implementing a College-wide strategy for enhanced community involvement in fundraising activities.

## **ARTICLE VII**

### **Committees**

The Board of Directors may act by and through such committees as may be specified in resolutions adopted by a majority of the entire number of Directors present. Each committee as described in the Committee Structure shall have duties and responsibilities as granted by the Board of Directors, and coordinated by the appropriate Vice President. The committee members' terms shall commence on July 1<sup>st</sup> running through June 30<sup>th</sup> of the following year.

The Chair of a Standing Committee is to be appointed by the President and ratified by the Board of Directors. Members of each Committee will be voted on by the Board of Directors.

### **Section 1. EXECUTIVE COMMITTEE**

Members include Officers of the Board, the Executive Director of the Foundation and any such member as voted by the Board of Directors.

The Executive Committee shall oversee the operations of the Foundation Board of Directors and members of this Committee are responsible for developing board consensus in the areas of strategic and long-range planning, board governance and board development. The Executive Committee shall approve an annual meeting schedule and distribute it to the Board at the beginning of the fiscal year.



**Section 2. FINANCE COMMITTEE**

The Treasurer is the Chair of the Finance Committee. The Finance Committee shall consist of no more than five (5) members of the Board. The Finance Committee shall advise the Board on all matters relating to the financial and fiscal affairs of the Foundation, and shall make such recommendations and suggestions to the Board in respect to these matters as the Finance Committee may deem necessary or appropriate. Whenever practical, any proposal or resolution involving the expenditure or obligation to spend funds of the Foundation shall be submitted to the Board only after first being submitted to the Finance Committee for its review and recommendation. So far as is practical, members of the Finance Committee shall include persons of experience in matters of finance. All actions of the Finance Committee shall be reported to the Board at its next meeting succeeding such action.

The presence of a majority of all the members of the Finance Committee shall be necessary to constitute a quorum and in every case the affirmative vote of a majority of all the members of the Finance Committee shall be necessary for the adoption of any recommendation or action. The Finance Committee shall fix its own rules and procedures subject to approval by the Board of Directors, and shall meet where and as provided by such rules and procedures, or by resolution of the Board, and shall also meet at the call of the chair of the Finance Committee or of any two (2) members of the Committee. In the event that the Finance Committee does not fix its own rules and procedures, the rules and procedures set forth in these Bylaws with respect to the conduct of the Committee meetings generally or, if none are so specified, with respect to the conduct of Board meetings shall govern.

**ARTICLE VIII**

**Fiscal Year**

The fiscal year of this corporation shall begin each July 1 and end on the succeeding June 30.

**ARTICLE IX**

**Annual Report to the El Camino Community College District**

The Board of Directors shall furnish annually to the Board of Trustees of the El Camino Community College District, a report of this corporation's activities during the preceding fiscal year. The report shall contain information which will assist the District Trustees in ensuring that this Corporation's financial affairs are conducted in accordance with District regulations and state law, and that the organization has not engaged in any activity prohibited by Article IX of the Articles of Incorporation.

## ARTICLE X

### Miscellaneous

#### **Section 1. BUDGET**

The Board of Directors shall adopt a budget for each year, which may be reviewed and revised as necessary during the course of the year. Expenditures for items not provided for in the adopted budget shall require approval of the Board of Directors. Expenditures provided in the adopted budget may be disbursed without specific authorization.

#### **Section 2. INDEMNIFICATION**

Every person who is or was a director, officer or employee of this Corporation, or of any other corporation in which he or she served as such at the request of this Corporation, shall be indemnified by this Corporation against any and all liability and reasonable expense that may be incurred by his or her connection with or resulting from any claim, action, suit or proceeding (whether brought by or in the right of this Corporation or such other corporation or otherwise), civil or criminal, or in connection in an appeal relating thereto, in which he or she may be involved, as a party or otherwise, by reason of being or having been a director, officer or employee of this Corporation or such other corporation, or by reason of any action taken or not taken in his or her capacity as such director, officer or employee, whether or not he or she continues to be such at the time such liability or expense shall have been incurred, provided such person acted in good faith, in a manner he or she reasonably believed to be in or not opposed to the best interests of this corporation or such other corporation, as the case may be, and, in addition in any criminal action or proceedings, where there is no reasonable cause to believe that his or her conduct was unlawful. As used in this Section, the terms liability and expense shall include but shall not be limited to, counsel fees and disbursements, amounts of judgments, fines or penalties, and amounts paid in settlements by a director, officer or employee. The termination of any claim, action suit, or proceeding, civil or criminal or its equivalent shall not create a presumption that a director, officer or employee did not meet the standard of conduct set forth in this Section.

Expenses incurred with respect to any claim, action, suit or proceeding of the character described in this Section may be advanced by this Corporation prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount unless it shall ultimately be determined that he or she is entitled to indemnification hereunder.

The rights of indemnification proved in this Section shall be in addition to any other rights to which any such director, officer or employee may otherwise be entitled by contract or as a matter of law; and in the event of any such person's death, such rights shall extend to his or her heirs and legal representatives. The provisions of this Section are separable, and if any provision be held invalid, all other provisions shall be enforceable, it being the intent of this Section that this Corporation indemnifies each of the directors, officers and employees of this corporation to the maximum extent

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of the law.

### **Section 3. REMOVAL OF A BOARD DIRECTOR**

A Director may be removed at any time, either with or without cause by the Board of Directors and upon such removal, any office held by the Director shall be declared vacant. A majority of the Board of Directors may declare vacant the office of a Director who has been declared of unsound mind by a final order of a court, or convicted of a felony, or been found by final order or judgment of any court to have breached any duty arising under Section 5238 of the California Nonprofit Public Benefit Corporation Law, or has failed to attend at least fifty percent (50%) of the Board meetings within one fiscal year, or fails to meet the qualifications of a Director as set forth in Article III, Section 2 of the Bylaws.

### **CERTIFICATE OF THE SECRETARY**

The undersigned, Secretary of The El Camino Community College District Foundation, a California non-profit, public benefit **corporation** does hereby certify that the forgoing Bylaws constitute a true and correct copy of the Bylaws of said corporation, amended and in effect on the date hereof.

IN WITNESS WHEREOF, the undersigned has executed this certificate on \_\_\_\_\_.  
(Date)

\_\_\_\_\_  
Signature of Secretary

**Amended: September 12, 1996, November 14, 1996, September 10, 1998, and May 20, 1999,  
July 18, 2002, June 27, 2005, May 16, 2006, March 22, 2007, May 28, 2015,  
July 21, 2016, March 29, 2018**