

**BYLAWS
OF
CITRUS COLLEGE FOUNDATION**

**ARTICLE I
OFFICES**

The principal office of the Citrus College Foundation (hereinafter "Corporation" or "Foundation") shall be located in the jurisdictional boundaries of the Citrus Community College District (hereinafter "District" or "College"), County of Los Angeles, in the State of California.

**ARTICLE II
OBJECTIVES AND PURPOSES**

SECTION 1. The specific objective and purpose of the Corporation shall be to promote and assist the educational and support programs of the District or such institution as shall succeed to the properties and functions of said District and to cooperate jointly with various organizations in the community, in projects that the Foundation feels would benefit the District in the community by furthering the educational and support programs carried on by the District and/or toward such cooperative community efforts as the Board of Directors deems appropriate, within the Corporation's purpose.

SECTION 2. POWERS. This Corporation shall possess, enjoy, and exercise all of the powers granted to it by law, and shall have the power in the pursuance of the foregoing objective to solicit funds; to acquire, receive by gift, bequest, trust, or otherwise, and hold, encumber and transfer and/or sell or convey, real estate and personal property; to borrow money, incur indebtedness, and to secure the same by mortgage, pledge, or deed of trust of property, real or personal; to act as agent for other corporations, or person, and to appoint or hire and employ agents and/or servants; to purchase or otherwise acquire objects of any nature whatsoever, and to sell and exchange the same for the sake of acquiring other materials or property more desirable, except where prohibited or restricted by the terms of gift or trust; to subsidize scientific research; to publish reports, and in general to do any and all things conducive to the dissemination of knowledge of the sciences and the arts, or necessary or incidental to the realization of the objective and purpose aforementioned.

SECTION 3. This Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation. This Corporation shall not participate in or intervene in (including publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

SECTION 4. This Corporation was initiated at the direction of the Citrus Community College District's Board of Trustees and continues its operation with the consent of said Board.

SECTION 5: MASTER AGREEMENT: The Foundation shall enter into a Master Agreement with the District in accordance with the State Attorney General's ruling, which recognizes that the College derives benefits from the Foundation that are non-monetary and that many, if not most, of the gifts and contributions made to the Foundation are designated by their donors to benefit particular programs or departments of the College, or to provide scholarships to students of the College. This Master Agreement defines those non-monetary benefits provided by the Foundation that are to be considered in exchange for tangible benefits or support that the College provides to the Foundation.

ARTICLE III MEETINGS OF BOARD OF DIRECTORS

SECTION 1. ANNUAL MEETING. An annual meeting of the Board of Directors shall be held within forty-five days of the end of the Foundation's fiscal year, for the purpose of electing Officers, receiving a year-end financial report and any audit report, if required by law, and acting on such other business as may come before the Board of Directors. The agenda for the annual meeting shall be posted 72 hours before the meeting.

SECTION 2. REGULAR MEETINGS. The agenda for both the Executive Board and Board of Directors meetings shall be posted online and in a physical location freely accessible to the general public designated for posting of agendas, at least 72 hours before the meeting and consistent with the Brown Act. The Board of Directors shall meet a minimum of once per quarter.

SECTION 3. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by the President or a majority of directors. Notice of any special meeting of the Board of Directors must be given at least twenty-four (24) hours before the meeting, and the agenda must be posted consistent with the Brown Act. - The posted agenda must describe the business to be transacted or discussed at the special meeting. Written notice of the meeting must be delivered to each director and to each local newspaper of general circulation and radio or television station requesting notice in writing, and must be posted on the Foundation's website. The notice must be delivered personally or by any other means and shall be received at least 24 hours before the time of the meeting as specified in the notice. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, 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 4. PLACE OF MEETING. The Regular Meetings of the Corporation shall be held at its principal place of business. The Board of Directors may designate any place, within the jurisdictional boundaries of the District, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting is otherwise called, the place of meeting shall be the registered office of the Corporation. The decision to hold any meeting at a location other than at the principal place of business must be approved by a two-thirds (2/3) vote of the Board of Directors.

SECTION 8. QUORUM. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. After establishing a quorum, if one or more directors leave the meeting and a quorum no longer exists, the meeting must be adjourned for lack of a quorum.

SECTION 9. PROXIES. There shall be no voting by proxy.

SECTION 10. REMOTE PARTICIPATION. Remote participation by directors during annual or special meetings is authorized only in a manner consistent with the Brown Act (Government Code section 54953).

ARTICLE IV BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS. The affairs of the Corporation shall be managed by its Board of Directors.

SECTION 2. NUMBER, TENURE, AND QUALIFICATIONS. The number of directors shall be not less than ten or more than thirty, exclusive of advisory board and emeritus members. Each director's term of office shall begin immediately after they have been elected by the Board of Directors. Each director shall hold office for three years and may serve additional three-year terms with mutual consent of that director and the Board of Directors. The President and President-elect may serve additional years in order to complete the terms of their offices. Directors who are elected to the board during any given year, shall initially be considered interim directors with their initial three-year term beginning on the next July 1. Interim directors shall enjoy the same authorities, responsibilities, and obligations as all other directors.

SECTION 3. VOTING MEMBERS. The following shall be voting members of the Corporation: the Corporation's elected directors, the immediate Past President of the Board of Directors, the District's Superintendent/President, the District's Vice President of Finance and Administrative Services, the District's Vice President of Academic Affairs, a member of the District's Board of Trustees who shall serve as a liaison between the Foundation and the District, a Faculty Representative of the College appointed by the Academic Senate, a Classified Representative of the College appointed by CSEA, and the College's Student Body President (A.S.C.C. President).

SECTION 4. NONVOTING MEMBERS. The Foundation's Executive Director, advisory members, and emeritus members shall serve as nonvoting members of the Corporation. Such nonvoting members will not be counted for purposes of establishing a quorum.

SECTION 5. MANNER OF ACTING. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a

greater number is required by law or by these bylaws.

SECTION 6. VACANCIES. Any vacancy occurring in the Board of Directors to be filled by reason of an increase in the number of directors shall be filled by the Board of Directors.

SECTION 7. COMPENSATION. Members of the Corporation's Board of Directors shall not receive any compensation in exchange for their services; but nothing herein shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor, to the extent authorized by law.

SECTION 8. COMMITTEES. The Corporation may appoint special standing committees to assist in accomplishing stated objectives within these bylaws. Specific committees and their membership shall be approved by the Board of Directors. The following standing committees will be established and each will meet no less than three times annually: Finance, Board Development, and Scholarship. The purpose of these committees will be to oversee areas important to the operation, objective and purpose of the Foundation and to bring forth to the full board recommendations for policies, procedures, and actions pertinent to the committees' area of responsibility. Standing committees may be added or dissolved as deemed necessary by the Board. Ad Hoc Committees may be established as needed.

ARTICLE V OFFICERS

SECTION 1. OFFICERS. The officers of the Corporation shall be a President, President-elect, Secretary, Treasurer, and such other officers as may be elected in accordance with the provisions of this article. No person may hold more one office.

SECTION 2. ELECTION AND TERM OF OFFICE. The officers of the Corporation shall be elected for a two-year term by the Board of Directors at the appropriate annual meeting. At least one nominee for each office shall be recommended. If a candidate for any office cannot be identified by the annual meeting, such candidate(s) will be nominated/approved at the first opportunity thereafter. The Board Development Committee shall be composed of a minimum of five members. The Board Development Committee shall prepare a slate of officers to be presented at the Annual Meeting in the year in which terms are expiring. Nominations from the floor may also be made at the meeting. Each officer shall hold office until his/her successor is duly elected and qualified. It is understood that the president-elect will assume the position of president when it is vacated, even if the president-elect has only served one year. There is no need to vote for the president-elect to assume the office of president once he/she has been elected to serve as president-elect.

SECTION 3. REMOVAL. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby.

SECTION 4. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired

portion of the term.

SECTION 5. PRESIDENT. The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He/she shall preside at all meetings of the members of the Board of Directors. He/she may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the Corporation; and in general he/she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 6. PRESIDENT-ELECT. In the absence of the President or in event of his/her inability or refusal to act, the President-elect shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The President-elect shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors. If the President-elect cannot or is unable to complete his/her term, the Board Development Committee will nominate a person to fill the vacancy for the remainder of the term of office to be voted on by the.

SECTION 7. TREASURER. The Treasurer shall in general perform the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors. The Finance Committee shall recommend investment of Foundation funds as authorized by the Board of Directors.

SECTION 8. SECRETARY. The Secretary, in conjunction with the Foundation administrative staff, shall see that minutes of the meetings of the Board of Directors are kept in one or more books provided for that purpose; shall see that all notices are duly given and agendas posted in accordance with the provisions of these bylaws or as required by law; shall be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to appropriate documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the post office address of each director which shall be furnished to the Foundation administrative staff by such director; and in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the President of the Board of Directors. The Foundation administrative staff shall not serve as an officer(s) of the Corporation.

ARTICLE VI EXECUTIVE BOARD

SECTION 1. POWERS OF EXECUTIVE BOARD. This Corporation shall have an Executive Board. To the extent authorized by law, the Executive Board shall have and exercise all the powers of the Board of Directors of this Corporation between meetings of said Board. Written reports of the actions of the Executive Board shall be submitted to the Board of Directors at its next meeting following the actions of the Executive Board. All meetings of the Executive

Board must comply with the requirements of the Brown Act.

SECTION 2. COMPOSITION. Executive Board membership will include current officers of the Foundation, Superintendent/President of the College, Vice President of Academic Affairs, the Board of Trustees representative to the Foundation Board and up to two additional directors, if determined by the Board of Directors. The members of the Executive Board shall serve until the next following annual meeting of the Board of Directors and until their successors have been elected by the Board of Directors.

SECTION 3. SECRETARY. The Executive Board shall have its own Secretary. The Executive Board shall prescribe the duties of the Secretary.

SECTION 4. REMOVAL AND VACANCIES. A member of the Executive Board may be removed from such Board at any time for cause by a majority vote of all the members of the Board of Directors, or, if such member of the Executive Board shall also be a member of the Board of Directors, then by a majority vote of all of the other directors. If any vacancy on the Executive Board exists by reason of health, resignation, removal, or otherwise, the Board of Directors may elect a successor member to serve until the next annual meeting of the Board of Directors.

SECTION 5. MEETINGS. The President of the Foundation Board and the Foundation Director will meet and set the annual calendar to present to the Foundation Board for approval.

SECTION 6. QUORUM. The presence of a majority of all of the members of the Executive Board shall constitute a quorum for the transaction of business at any meeting of the executive committee.

SECTION 7. VOTING. Each Executive Board member shall be entitled to one vote on any question properly before any meeting of the Executive Board. At all meetings of the Executive Board all questions shall be decided by the vote of a majority of the Executive Board members entitled to vote thereon who shall be present at the meeting.

ARTICLE VII CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION 1. CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the 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.

SECTION 2. CHECKS, DRAFTS, TRANSFERS, ETC. All checks, drafts, transfers of funds, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors, provided however, that the signature of at least one officer, identified in Article V herein, must be required. Except as otherwise determined by the Board of Directors, all instruments shall be signed by the Treasurer and countersigned by the President or a President-

elect of the Corporation. As a preferred practice, the signature of at least one officer identified in Article V herein shall be required for any check, draft, transfer or order for the payment of money, note, or other evidences of indebtedness.

SECTION 3. DEPOSITS. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 4. GIFTS. The Foundation staff may accept, on behalf of the Corporation, any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the Corporation, following established procedures approved by the Foundation Board.

SECTION 5. CONTRACTS, CHECKS, DEPOSITS AND FUNDS. A listing of checks, warrants, purchase orders, or such items of other financial consideration deemed to be the responsibility of the Foundation Board, shall be presented for approval/ratification by the Board, at each meeting of the Board. All Foundation expenditures or purchases below \$5,000 shall be presented to the Board of Directors for ratification. Those in excess of \$10,000 shall be presented to the Board of Directors for approval.

ARTICLE VIII BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors and shall keep at the Foundation office a record giving the names and addresses of the directors entitled to vote. All books and records of the Corporation may be inspected by any member of the Board of Directors for any proper purpose at any reasonable time.

ARTICLE IX FINANCIAL AUDIT

The financial books and transactions of the Corporation shall be audited by an independent auditor chosen by the Citrus College Board of Trustees, in consultation with the Foundation Board of Directors, within six months following the close of each fiscal year, and the results of such shall be presented to the Board of Directors at the first board meeting following the issuance of said report.

ARTICLE X 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.

**ARTICLE XI
SEAL**

The Board of Directors shall provide a corporate seal which shall be in a form approved by the Board, having on its circumference the words "CITRUS COLLEGE FOUNDATION," and within the circle the words "incorporated August 4, 1966, California."

**ARTICLE XII
WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the Non-Profit Public Benefit Corporation Law of California or under the provisions of the articles of incorporation or the bylaws of the Corporation, 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.

**ARTICLE XIII
AMENDMENTS TO BYLAWS**

These bylaws may be altered, amended, or repealed, and new bylaws may be adopted by a majority vote of the directors present at any regular meeting.

**ARTICLE XIV
INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Every person who is or has been a director or officer of this Corporation shall be indemnified and held harmless by the Corporation from and against all costs and expenses which may be imposed upon or reasonably incurred by him/her in connection with or arising out of negligence or of any claim, action, suit, or proceeding in which he/she may be involved by reason of his/her being or having been a director or officer at the time such costs and expenses are imposed or incurred. As used herein, the term "costs and expenses" shall include, but shall not be limited to, attorneys' fees and amounts of judgments against, and amounts paid in settlement by or on behalf of any such director or officer, other than amounts paid to the Corporation itself; provided, however, that no such director or officer shall be so indemnified: (1) with respect to any matter as to which such director or officer shall, in any such action, suit or proceeding be finally adjudged to be liable for actual misconduct in the performance of his/her duties as a director or officer; or, (2) in the event of a settlement of any such claim, action, suit or proceeding, unless (a) such settlement shall, with the knowledge of the indemnification provided for hereby, be approved by the court having jurisdiction of such action, suit or proceedings; (b) such settlement shall have been made upon the written opinion of independent legal counsel, selected by or in a manner determined by the Board of Directors to the effect that there is no reasonable ground of liability for misconduct on the part of such director or officer and that the entire cost of such settlement will not substantially exceed the estimated cost of defending such claim, action, suit, or proceeding to a final conclusion. The foregoing rights of indemnification shall not be exclusive to other rights to which any such officer or director may be entitled as a matter of law.

**ARTICLE XV
MISCELLANEOUS**

The President, President-elect, chairperson of the Finance Committee or such other officers as the Board of Directors may select for that purpose, are authorized to vote, represent, and exercise on behalf of this Corporation all rights incident to any and all voting securities of any other corporation or corporations standing in the name of this Corporation on behalf of this Corporation. Any and all voting securities held by this Corporation in any other corporation or corporations may be exercised either by such officers in person or by any person authorized to do so by proxy or power of attorney duly executed by such officers.

I, the undersigned, being the Secretary of the Citrus College Foundation Board of Directors, hereby assents to the foregoing bylaws and their amendments as of this day and adopt them as the bylaws of said Corporation.

**ARTICLE XVI
AMENDMENTS TO BYLAWS**

These bylaws may be altered, amended, or repealed, and new bylaws may be adopted by a majority vote of the directors present at any regular meeting.

**ARTICLE XVII
PROCEDURE**

SECTION 1. The Board's activities shall be conducted in an open and transparent manner consistent with the provisions of The Brown Act, California Government Code, Section 54950, et seq.

SECTION 2. Meetings of the Board of Directors must be conducted in accordance with these bylaws and procedures that enable the Board of Directors to efficiently consider issues and carry out the will of the majority. The absence of superseding authority, such as the Brown Act or procedures expressly adopted by the Board, the President or other officer conducting the meeting will be guided by Robert's Rules of Order.

IN WITNESS WHEREOF, the Secretary of the Board of Directors has hereunto subscribed his/her name this 5th day of June, 2023.

Sherry Gene
SECRETARY, BOARD OF DIRECTORS

05/06/23
DATE