

**BYLAWS
OF THE
IRVINE VALLEY COLLEGE FOUNDATION**

ARTICLE I

Name

The name of this organization is the IRVINE VALLEY COLLEGE FOUNDATION (hereinafter, the "Foundation"). It exists as an auxiliary organization of the South Orange County Community College District.

ARTICLE II

Purposes

Section 1: Purpose and Powers

The Foundation shall have such purposes as are now or may hereafter be set forth in its Articles of Incorporation. The Foundation shall have such powers as are now or may hereafter be granted by the laws governing auxiliary organizations of the California Community Colleges and the Nonprofit Corporation Law of the State of California, except as limited by the provisions of its Articles of Incorporation or these Bylaws or South Orange County Community College District (SOCCCD) Board Policies.

Section 2: Primary Purpose and Goals

(A) The primary purpose of the Foundation is to receive contributions from the public, raise funds and make contributions to educational and community programs benefiting the students of Irvine Valley College. The Foundation shall, at all times, be operated consistent with the policies of the South Orange County Community College District.

(B) The Irvine Valley College Foundation general goals are to:

- 1). Raise funds and friends in support of the students of Irvine Valley College.
- 2). Participate in the organization and definition of fund raising activities and development of resources to benefit Irvine Valley College, including capital improvements.
- 3). Receive gifts, bequests, and donations to distribute or invest such funds for the benefit and advancement of Irvine Valley College.
- 4). Solicit and provide scholarships for students.

- 5). Conduct periodic campaigns for gifts or money.
- 6). Assist in building and maintaining a positive image of Irvine Valley College.
- 7). Serve as “ambassador of good will” for Irvine Valley College.
- 8). Sponsor activities, which allow for special recognition of community members, deserving students, faculty, staff, and alumni.

ARTICLE III

Foundation Office

The Foundation shall have and continuously maintain on the campus of Irvine Valley College a principle office for the transaction of the Foundation’s business.

ARTICLE IV

Organizational Structure

Section 1. Membership

No Regular Members. In accordance with Section 5310 of the California Nonprofit Public Benefit Corporation law, the Foundation 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 of Governors. All voting rights which would otherwise vest in members shall vest in the Governors.

The foundation functions as an auxiliary organization of the South Orange County Community College District. It shall comply with and conform to all policies of the South Orange County Community College District and the purposes and limitation set forth in the Articles of Incorporation.

Section 2. Persons Associated With the Foundation

By resolution and in accordance with the terms of the Bylaws, the Board of Governors may create any advisory boards, councils, memberships or other bodies as it deems appropriate. The Board of Governors may also, by resolution, confer upon any such class or classes of such persons such rights as the Board finds appropriate and as are consistent with California law and these Bylaws.

ARTICLE V

Board of Governors

Section 1. Definition of Terms

For the purposes of these Bylaws, “Board of Governors” or “Board” refers to the Board of Directors of the Foundation unless otherwise indicated; “Governor” refers to a member of the Foundation Board; “District” refers to the South Orange County Community College District (SOCCCD); “College” refers to Irvine Valley College (IVC); “Board of Trustees” refers to the Board of Trustees of the South Orange County Community College District; “Trustee” refers to a member of the SOCCCD Board of Trustees; “Chancellor” refers to the Chancellor of the SOCCCD.

Section 2. General Powers

All the Business and affairs of the Foundation shall be managed and controlled by the Board of Governors.

Section 3. Number and Tenure

The Foundation shall have a Board of Governors of between eleven (11) and forty-five (45) persons, with the exact number to be determined by resolution of the Board. -Each Governor shall hold office for three (3) years, with the limitation of two (2) consecutive three-year terms. No Governor other than officers currently in the positions of President, 1st Vice President, 2nd Vice President, Secretary or Treasurer who has served two (2) consecutive three-year terms is eligible for a subsequent term unless a period of one (1) year has elapsed since he or she last served as Governor.

Section 4. Composition of the Board

The President of Irvine Valley College shall serve as an *ex-officio* member of the Board of Governors, and shall appoint by mutual agreement with the applicable bodies of the College, a representative from the Classified Senate, the Academic Senate, the Associated Student Government of Irvine Valley College, and the College administrators/managers. The Chancellor of the South Orange County Community College District or his or her-designee shall serve as an *ex-officio* member of the Board of Governors. In an advisory role, the Foundation Executive Director shall serve as an *ex-officio* member of the Board. All other Governors shall be elected by the existing Board from a pool of potential Governors nominated by the President of the College.

Section 5. Attendance

Governors shall be expected to attend all Board meetings. After three (3) consecutive unexcused absences, the Board President shall notify the Executive Committee of excessive absences. The Executive Committee shall recommend appropriate action on a case-by-case basis, which action may be taken by the Board in its discretion, under terms consistent with these Bylaws.

Section 6. Voting

Each member of the Board of Governors shall have one vote. There shall be no proxy voting permitted for the transaction of any of the business of this Foundation.

Section 7. Resignation and Removal

Any appointed Governor may resign from the Board at any time by giving written notice to the Board President or the Secretary of the Foundation and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Governors, except those serving *ex-officio*, may be removed from office only by the vote of a majority of the total number of Governors on the Board of Governors. Except on notice to the California Attorney General, no Governor may resign if the Foundation would be left without a duly elected Governor or Governors.

Section 8. Vacancies

Any vacancy occurring on the Board of Governors due to the removal, resignation or death of a Governor other than an *ex-officio* Governor or a Governor appointed by the President of the College as provided for in section 5 of this Article shall be filled by the majority vote of the remaining members of the Board of Governors, for the unexpired portion of the term.

Section 9. Compensation of Governors

No Governor shall receive any salary or other compensation for any services as a Governor, nor be reimbursed for any expenses incurred.

Section 10. Inspection by Governors

Each Governor shall have the right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Foundation for a purpose reasonably related to such person's interest as a Governor, provided that such Governor 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 Governor in person, provided that the Governor may be accompanied by an agent or 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 of Governors to conduct the business of the Foundation as set forth in these Bylaws.

Section 11. Conflict of Interest

No member of the Board of Governors shall be financially interested in any contract or other transaction entered into by the Board of Governors that is not in accordance with the conflict of interest provisions set forth in Education Code Sections 72670-72682. The following relationships are specifically deemed not permissible:

(A) Any contract, other than an employment contract, directly between the Foundation and a Governor.

(B) Any contract between the Foundation and a partnership or unincorporated association in which a Governor is a partner, or owner, or holder, directly or indirectly, or a proprietorship interest.

(C) Any contract between the Foundation and a for-profit corporation in which a Governor is the owner or holder, directly or indirectly, of 5 percent or more of the outstanding common stock.

(D) Any contract in which a Governor is interested and, without first disclosing such interest to the Board of Governors at a public meeting, influences or attempts to influence one or more Governors to enter into the contract.

There are other relationships, including the following, which are permissible:

(A) Contracts between the Foundation and a for-profit corporation in which a Governor is the owner or holder, directly or indirectly, of less than 5 percent of the outstanding common stock.

(B) Contracts between the Foundation and a nonprofit corporation on whose Board of Governors a Governor serves.

Section 12. Powers

The Board of Governors shall have the following powers:

(A) To determine the Foundation's goals and objectives within the constraints of the Articles and these Bylaws and to formulate strategic plans designed to meet those goals and objectives.

(B) To establish policies for administering the affairs of the Foundation.

(C) To adopt and control the operation, budget, and financial plan of the Foundation and conduct the financial affairs of the Foundation in a responsible manner. These actions shall be in accordance with established policies of the Foundation, these Bylaws and the policies of the South Orange County Community College District.

(D) To appoint such committees as it deems necessary and to prescribe powers and duties for them.

(E) To select and remove officers of this organization and prescribe powers and duties for them.

- (F) The Board of Governors shall have the sole authority to accept or reject any gift or contribution to this organization.
- (G) To fill Board of Governor and officer vacancies.
- (H) To increase or decrease the size of the Board of Governors within the constraints of section 3 of Article 5 of these Bylaws.
- (I) To take such other acts as may be authorized under the California corporation code, by these Bylaws and by the articles of the Foundation.

ARTICLE VI

Meetings of the Board of Governors

Section 1. Meetings

The business meetings shall be for the purpose of receiving reports of officers and committees, ~~of~~ electing officers, electing governors, ~~of~~ amending the strategic plan, ratifying contracts, and ~~of~~ transacting other business. Governors shall hold at least five regular business meetings per year, upon notice in accordance with section 7 of this Article.

Section 2. Special Meetings

Special meetings of the Board of Governors may be called at any time by (a) the Board President; or (b) a majority of the members of the Board of Governors, to be held at such date and time and at such place as shall be designated in the notice of meeting.

Section 3. Quorum

A quorum for the transaction of business at a meeting of the Board of Governors shall consist of one-third (1/3) of the number of Governors, except to adjourn as provided in section 5 of this Article. Every act or decision done or made by a majority of the Governors present at a meeting at which a quorum is present shall be regarded as the act of the Board of Governors, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law and California Education Code Section 72670 *et seq.* A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of a Governor or Governors, if any action taken is approved by at least a majority of the initial required quorum for that meeting.

Section 4. Open Public Meetings

Business shall be conducted in accordance with the Ralph M. Brown Act, commencing at section 54950 *et seq.* of the Government Code. All meetings of the Board shall be open to the public, and all persons shall be permitted to attend any meeting of the Board. However, the Board may hold closed sessions during any meeting to consider those matters that may lawfully be considered in such sessions.

Section 5. Adjourned Meetings

A quorum of the Governors, or in the absence of a quorum, a majority of the Governors present at any Governors meeting, may adjourn the meeting to meet again at a stated date, time and place. Notice of the date, time, place and business to be transacted at such meeting shall be given to any Governors who were not present at the time of the adjournment.

Section 6. Minutes of Meetings and Conduct

Regular minutes of the proceedings of the Board of Governors shall be archived. The Board of Governors 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 Foundation, or with the law.

Section 7. Notice of Meeting

(A) Notice of the date, time and place of any meetings of the Board of Governors shall be given by written notice at least seventy-two (72) hours before the time set for the meeting. The business to be transacted at any meeting of the Board shall be specified in the notice. If and when California Government Code Section 4950 *et seq.* (the "Brown Act") shall apply to any meeting held by the Foundation, the Foundation shall comply with the requirements of the Brown Act.

(B) The attendance of a Governor at any meeting shall constitute a waiver of notice of such meeting, except where a Governor attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE VII

Standing Committees

Section1: Committee Formation

All committees of the Board ("Board Committees") shall have a majority of members who are Governors. Board Committees shall include:

- (A) an Executive Committee, and
- (B) a Finance Committee

(C) a Board Development Committee, and

(D) any other standing or *ad hoc* committees as the Board of Governors may authorize. Chairs of the committees, in consultation with the Board President and the Executive Director may appoint committee members at their discretion, to be ratified by the BOG at their next regular meeting.

Section 2. Committee Membership

Membership on all committees, except the Executive Committee, shall be open to community members, subject to Board President approval of such members. The Board President and Executive Director shall be members of all Board Committees.

Section 3. Committee Powers and Duties

(A) Executive Committee

The Executive Committee shall consist of the Board President as Chair, the First Vice President, the Second Vice President, the Secretary, the Treasurer, the immediate Past Board President and the Irvine Valley College President. If the immediate past President is unwilling or unable to serve a past Board President may be appointed. The Executive Committee shall have power to transact all regular business of the Foundation, subject to the Brown Act, during the interim between the meetings of the Board of Governors, provided any action taken shall be consistent with the purposes and powers set forth in these Bylaws and existing law and with policy set forth in the minutes of the meetings of the Board of Governors. It shall be the duty of the Board President, First Vice President, Second Vice President, and Secretary to review all reports of the Treasurer and to provide reports on the same to the Executive Committee. All recommendations made by the Executive Committee will be brought to the Board of Governors for ratification at their next regular meeting.

(B) Finance Committee

The Finance Committee shall have at least five (5) members, one of whom shall be the Treasurer of the Foundation. This committee shall oversee all financial, planned giving and investment activities of the Foundation. The Finance Committee shall develop fiscal policies and procedures for approval by the Board of Governors, including the Annual Budget. This committee shall review, at least annually, such policies and procedures and recommend revisions to the Board of Governors. The Treasurer shall provide a report on the financials of the Foundation at every board meeting.

(C) Board Development Committee

The Board Development Committee shall consist of a least five (5) members, at least three (3) of whom must be members of the Board of Governors, one of whom shall be the First Vice President of the Foundation. It shall be the duty of the Board Development Committee to submit nominations for governors and to present a slate of officers of the Foundation to the Executive Committee by March, to be voted on by the Board of Governors and approved by June 30. Additionally, the Board Development

Committee shall develop activities to foster the full involvement of the members of the Board of Governors.

(D) Other/Temporary Committees

Other committees may be established by the Board President with the concurrence of the Board of Governors for such tasks as circumstances warrant. Such committees shall limit their activities to the accomplishment of the task for which they were created and established, and shall have no power to act except as specifically conferred by action of the Board of Governors. Upon completion of the task for which established, such committees shall stand discharged.

Section 4. Limitations on Delegation to Committees

The Board may not delegate the following authority to committees:

- (A) The filing of vacancies on the Board or on any committee;
- (B) The amendment or repeal of Bylaws or the adoption of new Bylaws, or the amendment of articles of incorporation;
- (C) The establishment of other committees of the Board or of any members to Board committees;
- (D) The approval of any self-dealing transaction as such transactions are defined in Section 5233(a) of the California Corporations Code;
- (E) Any other act which, under California law or under the articles or these Bylaws, cannot be delegated to a committee.

ARTICLE VIII

Officers

Section 1. Election of Officers

(A) Election and Term. The Board of Governors shall elect officers from among the members of the Board of Governors. Terms of office shall be for one (1) year. Officers may serve as many successive one (1) year terms as the Board of Directors deems appropriate. The Board Development Committee shall present the slate of officer nominees for review by the Executive Committee by March, to be voted upon by the Board by June 30. Officers shall take office on July 1st.

(B) Removal and Resignation of Officers. Any officer may be removed from office by the vote of a majority of the total number of Governors whenever, in their judgment, the best interests of the Foundation would be served thereby. Any elected officer may resign from office at any time by giving written notice to the President of the Board or the Secretary of the Board and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Foundation under any contract to which the officer is a party.

(C) Officer Vacancies. A vacancy in any office may be filled by the Board of Governors for the unexpired portion of the term.

Section 2. Officer Powers and Duties

(A) President

The President shall be the Chief Executive Officer of the Foundation and as such shall be responsible for the general direction of the business and affairs of the Foundation. The President of the Board of Governors shall preside at all meetings of the Board of Governors, shall be a member of all Board committees, and shall have such other powers and duties as the President. He or she shall have served at least one year on the Executive Committee before becoming President.

(B) Foundation Executive Director

The Foundation Executive Director shall be appointed by the Chancellor of the District or his designee and is responsible for the general operations of the Foundation. The Foundation Executive Director shall be a non-voting member of the Board and is a member of all committees.

(C) First Vice President

The First Vice President shall perform the duties of the President in the case of the President's absence or disability. The execution by the First Vice President on behalf of the Foundation, in the President's absence, of any instrument shall have the same force and effect as if it were executed on behalf of the Foundation by the President. The first Vice President shall become President if or when the current President leaves office. The First Vice President shall also chair the Board Development Committee.

(D) Second Vice President

The Second Vice President shall perform the duties of the First Vice President when the latter is absent or disable or is substituting for the Board President, and will serve as the liaison to all event committees, actively participating in choosing committee chairs.

(E) Secretary

The Secretary shall oversee, with staff assistance, all proceedings of the meetings of the Board of Governors. The Secretary, with staff assistance, shall give or cause to be given, all notices of meetings of the Board of Governors, and all other notices required by law or by these Bylaws to be given. In the case of the Secretary's absence, notice may then be given by the Board President or First Vice President. The Secretary shall oversee all books, correspondence, and papers relating to the business of the Foundation, except those of the Treasurer. At the direction of the President and Secretary, the Executive Director shall execute contracts, deeds, conveyances, and other instruments in writing, where authorized by the Board of Governors, for the necessary transaction of business. The Secretary shall keep or cause to be kept all minutes of the Foundation Board electronically or at such other place as the Board may order, with the date, time and place of holding such meetings and the names of those present at the meetings, whether regular or special and, if special, how the authorized notice thereof was given, the notice given.

(F) Treasurer

The Treasurer shall be the chief financial officer of the Foundation and shall have, with the assistance of staff, the custody and oversight of all the funds of the Foundation. Additionally, the Treasurer will chair the Finance Committee.

ARTICLE IX

Fiscal Year

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

ARTICLE X

Miscellaneous

Section 1. Amendment

These Bylaws may be amended at any regular meeting of the Board of Governors, or at any special meeting called solely for that purpose. Amendments to these Bylaws may be adopted by a two-thirds (2/3) vote of a quorum of the Board of Governors, providing that the amendment had been submitted in writing at the previous regular meeting, or submitted in writing to the Governors at least thirty (30) days prior to the next regular meeting of the Board of Governors. Amendments are further subject to the approval of the Board of Trustees of the South Orange County Community College District.

Section 2. Budget

The Board of Governors shall adopt a preliminary budget in June of each year and a final annual budget in September of each year.

Section 3. Distribution of Assets

Upon the dissolution of the Foundation, after paying or adequately providing for the debts and obligation of the Foundation, the remaining assets shall be distributed to a nonprofit organization or foundation which is organized and operated exclusively for charitable, and/or educational purposes, honoring donor intent to the fullest extent possible and, if applicable, has established its tax exempt status under section 501 (c) (3) of the internal Revenue Code, which shall be the District.

Section 4. Special Projects

The Foundation shall obtain approval of the Board of Trustees of the South Orange County Community College District for all projects that involve community-wide media exposure or other publicity, whether printed, broadcast or otherwise announced, using the name of the District.

Section 5. Annual Report to the Board of Trustees

The Foundation shall make a report annually at a regularly scheduled meeting of the Board of Trustees of the South Orange County Community College District. The report shall cover accomplishment of the Foundation over the previous year.

Section 6. Alternate Voting Methods

Binding votes cast by members of the Foundation Board of Governors and all standing and *ad hoc* committees of the Foundation may be submitted to the Foundation Office via email or fax machine, so long as the item upon which the vote is taking place has been posted in accordance with Brown Act provisions.

Section 7. Waiver of Notice

Whenever any notices are required to be given under the provisions of the Nonprofit Corporation Act of the State of California, or under the provisions of the Articles of Incorporation of the Foundation or these Bylaws, a waiver thereof in writing signed by the persons entitled to such notice, whether dated before or after the time stated herein, to the extent permitted by law, shall be deemed equivalent to the giving of such notice.

ARTICLE XI

Indemnification of Governors, Officers, and Other Agents

Section 1. 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 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 these Bylaws, shall have the same meaning as in Section 5238 (a) of the California Corporations Code.

Section 2. 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) of Section 5238 (c) has been met and, if so, the Board shall authorize indemnification.

Section 3. 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 Foundation before final disposition of the proceeding, on receipt by the Foundation 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 Foundation for those expenses.

Section 4. Insurance

The Foundation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Directors, employees, and other agents, against any liability asserted against or incurred by any officer, Director, employee, or agent in such capacity or arising out of the officer's, Director's, employee's or agent's status as such.

CERTIFICATE OF SECRETARY

The undersigned, Secretary of The Irvine Valley College Foundation, an auxiliary organization of the South Orange County Community College District, a California nonprofit corporation, does hereby certify that the foregoing Bylaws constitute a true and correct copy of the Bylaws of said corporation as amended on the date hereof.

IN WITNESS WHEREOF, the undersigned has executed this certificate this _____ day of _____, 2017.

Secretary

Adopted 18, June, 2004
Revised July 30, 2015
Revised February 7, 2017
Revised April 11, 2017
Revised July 7, 2017