

**BYLAWS OF THE
CAL POLY HUMBOLDT FOUNDATION
Adopted 10/18/2019**

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ARTICLE I - Purposes

The Corporation shall be an auxiliary organization of The California State University serving Cal Poly Humboldt and shall have such purposes as are now or may hereafter be set forth in its Articles of Incorporation.

ARTICLE II - Powers

The Corporation shall have such powers as are now or may hereafter be granted by laws governing auxiliary organizations of The California State University and by the Nonprofit Corporation Law of the State of California, except as limited by the provisions of its Articles of Incorporation or these Bylaws. All powers and activities of this Corporation shall be exercised and managed by the Board of Directors of this Corporation directly or, if delegated, under the ultimate direction of the Board.

ARTICLE III – Definitions

For the purpose of these Bylaws:

- a) “Board of Directors” or “Board” refers to the Board of Directors of the Corporation
- b) “Corporation” refers to Cal Poly Humboldt Foundation
- c) “Director” refers to a member of the Board
- d) “Independent Director” refers to a Director who is not an Interested Person as defined in Article VI Section 3
- e) “President” refers to the President of Cal Poly Humboldt
- f) “University” refers to Cal Poly Humboldt

ARTICLE IV - Offices

The principal office of this Corporation shall be located in the County of Humboldt, State of California.

ARTICLE V - Members

This Corporation shall have no voting members, but the Board of Directors of this Corporation may, by resolution, establish one or more classes of nonvoting members and provide for eligibility requirements for membership and rights and duties of members, including the obligation to pay dues.

ARTICLE VI - Board of Directors

Section 1. Number

The authorized number of Directors shall not be less than eleven nor more than thirty-five (35), the exact number to be specified from time to time by action of the President.

Section 2. Selection and Tenure

The composition of the Board of Directors shall be in conformity with Section 42602 of the California Code of Regulations, Title 5 which requires that the Board of Directors include voting membership from the following categories: administration and staff, faculty, non-campus personnel, and students. The President of the University and the Vice President of Advancement shall be ex-officio Directors. The President of the University shall appoint one ex-officio Executive Director and at least: one alumnus or alumna, one faculty member, one University staff member, and one student. Each of these appointed voting Directors shall serve one year terms and may have their terms extended from year to year by the President. All other Directors shall be appointed by the President and acknowledged by the Board and shall serve a three-year term, serving no more than two consecutive terms without leaving the Board for at least one year.

Section 3. Limitations on Interested Persons

At all times, not more than 49% of the directors of the Corporation may be interested persons. An interested person means either:

- a) any person currently being compensated by either this Corporation or the University for services rendered to it within the previous twelve months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director in his or her capacity as Director; or
- b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister in law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of a person defined in Section 3a above.

Section 4. Resignation and Removal

Any Director may resign from the Board at any time by giving written notice to the President or the Secretary of the Corporation and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Directors may be removed from office by the President of the University upon the recommendation of a majority vote of the Board of Directors. Directors shall automatically be removed from office for failure to attend three consecutive meetings of the Board of Directors without providing notice to the Chair.

Section 5. Vacancies

A vacancy or vacancies in the Board shall be deemed to exist in the case of the death, resignation or removal of any Director, or if the authorized number of Directors is increased. Vacancies shall be filled by the President for the unexpired term of their predecessors.

Section 6. Compensation of Directors

No Director shall receive any salary or other compensation for services as a Director; however, the Board of Directors may authorize the reimbursement of actual and necessary expenses incurred by individual Directors performing duties as Directors or as members of Committees.

Section 7. Inspection by Directors

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, documents, drafts, and electronic records, and to inspect the physical properties of this Corporation.

Section 8. Conflict of Interest

No Director shall have a financial interest in any contract or other transaction entered into by the Board of Directors that is not in accordance with the conflict of interest provisions set forth in California State Education Code Sections 89906-89909. The following relationships and circumstances are specifically deemed not permissible:

- a) any contract, other than an employment agreement, directly between the Corporation and a Director;
- b) any contract between the Corporation and a partnership or unincorporated association in which a Director is a partner, or owner, or holder, directly or indirectly, of a proprietor-ship interest;
- c) any contract between the Corporation and a for-profit corporation in which a Director is the owner or holder, directly or indirectly, of five percent or more of the outstanding common stock; or
- d) influencing or attempting to influence any Director without first disclosing such conflict of interest to the Board at a public meeting of the Board.

Section 9. Duty of Care

A Director shall perform the duties of a Director, including duties as a member of any committee of the Board upon which the Director may serve, in good faith, in a manner such Director believes to be in the best interests of the Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- a) one or more officers or employees of this Corporation whom the Director believes to be reliable and competent in the matters presented;
- b) counsel, independent accountants, or other persons as to matters which the Director believes to be within any such person's professional or expert competence; or
- c) a committee of the Board upon which the Director does not serve, as to matters within its designated authority, which committee the Director believes to merit confidence; so long as, in any such case, the Director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

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Except as provided in Article VII below, a person who performs the duties of a Director in accordance with this Section shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a Director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which a corporation, or assets held by it, are dedicated.

ARTICLE VII - Indemnification of Directors, Officers, and Other Agents

Section 1. Right of Indemnity

To the fullest extent allowed by 5238 of the California Nonprofit Public Benefit Corporation Law, this Corporation shall indemnify its agents, in connection with any proceeding, and in accordance with Section 5238. For purposes of this Article, "agent" shall have the same meaning as in Section 5238(a), including directors, officers, employees, other agents, and persons formerly occupying such positions; "proceeding" shall have the same meaning as in Section 5238(a), including any threatened action or investigation under Section 5233 or brought by the Attorney General; and "expenses" shall have the same meaning as in Section 5238(a), including reasonable attorneys' fees.

Section 2. Approval of Indemnity

On written request to the Board of Directors in each specific case by any agent seeking indemnification, to the extent that the agent has been successful on the merits, the Board shall promptly authorize indemnification in accordance with Section 5238(d). Otherwise, the Board shall promptly determine, by a majority vote of a quorum consisting of directors who are not parties to the proceeding, whether, in the specific case, the agent has met the applicable standard of conduct stated in Section 5238(b) or Section 5238(c), and, if so, shall authorize indemnification to the extent permitted thereby.

Section 3. Advancing Expenses

The Board of Directors may authorize the advance of expenses incurred by or on behalf of an agent of this Corporation in defending any proceeding prior to final disposition, if the Board finds that:

- a) the requested advances are reasonable in amount under the circumstances; and
- b) before any advance is made, the agent will submit a written undertaking satisfactory to the Board to repay the advance unless it is ultimately determined that the agent is entitled to indemnification for the expenses under this Article.

Section 4. Insurance

The Board of Directors may adopt a resolution authorizing the purchase of insurance on behalf of any agent against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, and such insurance may provide for coverage against liabilities beyond this Corporation's power to indemnify the agent under law.

ARTICLE VIII - Meetings of the Board of Directors

Section 1. Place of Meeting

Meetings of the Board shall be held at any place within the State of California that has been designated from time to time by the Board. In the absence of such designation, meetings shall be held at the principal office of the Corporation.

Section 2. Annual Meeting

An annual meeting of the Board shall be at a date and time fixed by the Board. Such meeting shall be for the purpose of electing or reelecting Officers of the Corporation and for the transaction of such other business as may come before the meeting. All such Directors and Officers shall assume their offices at the beginning of the regular meeting that follows the annual meeting unless otherwise stated in the election motion.

Section 3. Regular Meetings

Regular meetings of the Board shall be convened as needed by the Chairperson of the Board.

Section 4. Special Meetings

Special meetings of Directors may be called by, or at the direction of, the President or by one-third (1/3) of the Directors then in office, to be held at such date, time and place as shall be designated in the notice of meeting. The call and notice of a special meeting shall be delivered at least twenty-four (24) hours prior to any meeting and shall specify the date, time, and place of the meeting and the business to be transacted and no other business may be conducted at a special meeting.

Section 5. Notice of Meeting

Notice of the date, time and place of any meeting of the Board other than special meetings shall be given at least seven days prior to the meeting if delivered by first class mail or forty-eight hours before the meeting if given personally or by telephone, including a voice messaging system, or by electronic transmission such as email. The business to be transacted at any regular meeting of the Board shall be specified in the notice of any such 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.

Notice of a meeting of the Board shall also be given to any persons entitled thereto pursuant to the California Education Code.

Section 6. Meeting Attendance

Directors are expected to attend all Board meetings in person. If unable to attend in person, a Director may participate via telephone, videoconference or similar communication equipment. Directors participating via telephone or other electronic communication shall be deemed to be present in person at such a meeting.

Section 7. Action without a Meeting

Any action that the Board is required or permitted to take may be taken without a meeting if all voting Directors consent in writing or by email to the action. Such action by written

consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

Section 8. Open Meetings

All meetings of the Board shall be open and public, and all persons shall be permitted to attend any meeting of the Board in compliance with California Education Code 89920, provided, however, that the Board may hold closed sessions during any meeting to consider those matters that may lawfully be considered in such sessions under the California Education Code. Except as set forth in Article VIII, Section 4, the Board shall not take action on any issue unless that issue has been publicly posted for at least one week as required by California Education Code.

Section 9. Quorum and Manner of Acting

Thirty-five percent of the independent Directors plus thirty-five percent of the Directors who are interested persons as that term is defined in Article VI Section 3 shall constitute a quorum for the transaction of business at any meeting of the Board, except to adjourn as provided in Section 10 of this Article VIII. Every act or 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 of Directors. 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 10. Adjourned Meetings

A quorum of the Directors, or in the absence of a quorum, a majority of the Directors present at any Directors' 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 Directors who were not present at the time of the adjournment.

Section 11. Minutes of Meetings and Conduct

Correct and complete written minutes of all meetings of the Board of Directors and its Committees shall be kept. 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 or the law.

ARTICLE IX - Officers

Section 1. Officers

The Officers of the Corporation shall be a Chairperson, a Vice Chairperson, a Secretary, and a Treasurer. The Corporation, at the discretion of the Board of Directors, may have additional officers. All Officers shall be selected from among the Directors. One person may hold two or more offices, except that one person may not hold both the offices of Chairperson and Secretary or Treasurer.

Section 2. Election and Term of Office

Initially, the Officers of the Corporation will be appointed by the President and subsequently will be elected annually by the Board of Directors at its annual meeting. If the election of

Officers shall not be held at such meeting, such election shall be held as soon thereafter as may conveniently be scheduled. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Except as provided in the case of Officers appointed under Section 4 of this Article IX, each Officer shall hold office for a term of one (1) year and until his or her successor shall have been elected, unless he or she shall sooner resign, be removed, or become ineligible to continue to serve in such capacity.

Section 3. Removal and Resignation

Any Officer elected by the Board may be removed by the Board whenever, in their judgment, the best interests of the Corporation would be served thereby. Any Officer may resign at any time by giving written notice to the Chairperson or Secretary of the Corporation 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 Corporation under any contract to which the Officer is a party.

Section 4. Vacancies

A vacancy in any office may be filled by President upon the recommendation of the majority of the Board of Directors for the unexpired portion of the term.

Section 5. Chairperson

The Chairperson shall be elected from among the Directors of the Corporation and shall preside at all meetings of the Board of Directors and of the Executive Committee. The Chairperson shall be an ex-officio member of all committees and serves as chair of the Executive Committee. The Chairperson may sign, with the Secretary, Treasurer or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments, which have been authorized to be executed on behalf of the Corporation, except in cases where the signing thereof shall be expressly delegated by the Board of Directors, or these Bylaws, or by statute to some other officer or agent of the Corporation; and, in general, he or she shall perform all duties incident to the functions of the Chairperson of the Board of a corporation and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice Chairperson

In the absence of the Chairperson, the Vice Chairperson shall perform the duties of the Chairperson. The Vice Chairperson shall have such other powers and perform such other duties as may be assigned to him or her by the Chairperson or by the Board of Directors.

Section 7. Secretary

The Secretary shall keep or cause to be kept the minutes of all meetings of the Directors and of the Executive Committee, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Directors meetings. The Secretary shall give or cause to be given notice of all the meetings of the Board of Directors required by these Bylaws or by law to be given.

Section 8. Treasurer

The Treasurer shall cause to be kept and maintained adequate and correct books and accounts of the Corporation's properties and transactions. The Treasurer shall cause to be given to the directors such financial statements and reports as are required to by law, by these bylaws, or by the board. The books of account shall be open to inspection by any director at all reasonable times. The Treasurer shall:

- a) cause to be deposited all money and other valuables in the name and to the credit of the Corporation with such depositories as the board may designate;
- b) cause to disburse the Corporation's funds as the board may order;
- c) cause to be rendered to the President, Chairperson of the Board, and the Board, when requested, an account of all transactions as Treasurer and of the financial condition of the Corporation; and
- d) have such other powers and perform such other duties as the board or the bylaws may require.

ARTICLE X - Committees

Section 1. Board Committees.

The Board may, by resolution adopted by a majority of the directors then in office, create any number of Board Committees, each consisting of two or more Directors, and only of Directors, to serve at the pleasure of the Board. Appointments to any Board Committee shall be by a majority vote of the Directors then in office. Board Committees may be delegated all the authority of the Board, except for the powers to:

- a) set the number of Directors within a range specified in these Bylaws;
- b) elect Directors or remove Directors without cause;
- c) fill vacancies on the Board of Directors or on any Board Committee;
- d) fix compensation of Directors for serving on the Board or any Board Committee;
- e) amend or repeal these Bylaws or adopt new Bylaws;
- f) adopt amendments to the Articles of Incorporation of this corporation;
- g) amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- h) create any other Board Committees or appoint the members of any Board Committees; or
- i) approve any merger, reorganization, voluntary dissolution, or disposition of substantially all of the assets of this corporation.

Section 2. Advisory Committees

The Board of Directors may establish one or more Advisory Committees to the Board. The members of any Advisory Committee may consist of Directors or non-directors and may be appointed as the Board determines. Advisory committees may not exercise the authority of the Board to make decisions on behalf of this Corporation, but shall be restricted to making

recommendations to the Board or Board Committees, and implementing Board or Board Committee decisions and policies under the supervision and control of the Board or Board Committee.

Section 3. Committee Supervision and Reliance

If a committee is composed and appointed as required by Article X Section 1 above (concerning Board Committees), it may act with the authority of the Board to the extent specifically delegated by the Board. Otherwise, the Board of Directors shall remain responsible for oversight and supervision of the committee as an Advisory Committee. If a Board Committee meets the Duty of Care criteria specified in Article VI Section 9, then Directors may rely on it in discharging their fiduciary duties as provided in that Section.

Section 4. Audit Committee

For any tax year in which this Corporation has gross revenues of \$2 million or more, this corporation shall have an Audit Committee whose members shall be appointed by the Board, and who may include both directors and non-directors, subject to the following limitations:

- a) members of the Finance Committee, if any, shall constitute less than one-half of the membership of the Audit Committee
- b) the chair of the Audit Committee may not be a member of the Finance Committee, if any;
- c) the Audit Committee may not include the Treasurer, the University President, or any University Vice President;
- d) the Audit Committee may not include any person who has a material financial interest in any entity doing business with this corporation and;
- e) Audit Committee members who are not directors may not receive compensation greater than the compensation paid to directors for their Board service.

The Audit Committee shall:

- a) recommend to the full Board of Directors for approval the retention and, when appropriate, the termination of an independent certified public accountant to serve as auditor;
- b) subject to approval of the full Board, negotiate the compensation of the auditor on behalf of the Board;
- c) confer with the auditor to satisfy the Audit Committee members that the financial affairs of this corporation are in order;
- d) review and determine whether to accept the audit and;
- e) approve performance of any non-audit services provided to this corporation by the auditor's firm.

Section 5. Meetings

Meetings and actions of Board Committees shall be governed by and in accordance with the provisions of Article VIII concerning meetings of the Board. Minutes shall be kept of each

meeting of any Board Committee and shall be filed with the corporate records. The Board of Directors may adopt rules for the governance of any Board or Advisory Committee not inconsistent with the provisions of these Bylaws.

ARTICLE XI

Contracts, Loans, Checks, Deposits, and Gifts

Section 1. Contracts

The Board of Directors may authorize any officer or agent 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. Loans

The Board of Directors shall not make any loan of money or property to or guarantee the obligation of any Director or Officer.

Section 3. Borrowing

No loan shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors and in accordance with policy of the Board of Trustees of the California State University.

Section 4. Checks, Drafts, Etc.

All checks, drafts, or other orders for payment of money, and all notes or other evidence 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, from time to time, shall be determined by resolution of the Board of Directors.

Section 5. 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 6. Gifts

The Board of Directors may at their discretion accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any specific purpose of the Corporation.

ARTICLE XII - Miscellaneous

Section 1. 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 unless otherwise determined by resolution of the Board of Directors.

Section 2. Rules

The Board of Directors may adopt, amend, or repeal, rules not inconsistent with these Bylaws for the management of the internal affairs of the Corporation and the governance of its officers, agents, committees, and employees.

Section 3. Books and Records

The Corporation shall keep correct and complete books and records of account and minutes of the proceedings of the Board of Directors and committees. Copies of the minutes of the Board of Directors and of the committees shall be regularly distributed to each member of the Board of Directors.

Section 4. Electronic Transmissions

Unless otherwise provided in these Bylaws, and subject to any guidelines and procedures that the Board of Directors may adopt from time to time, the terms “written” and “in writing” as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means, and may include electronic transmissions, such as facsimile or email, provided:

- a) for electronic transmissions from the Corporation, the Corporation has obtained an unrevoked written consent from the recipient to the use of such means of communication
- b) for electronic transmissions to the Corporation, the Corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and,
- c) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

Section 5. Corporate Seal

The Board of Directors may provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation, the date of its incorporation, and the word “California.”

Section 6. 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 Corporation, 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 XIII - Amendment to Bylaws

These Bylaws may be amended, subject to the provisions of the law, only with the approval of the majority vote of the total voting membership of the Board of Directors, and with the written consent of the President of Cal Poly Humboldt.