

# **By-Laws of California State University Bakersfield Foundation**

**Revised: June 13, 2007**

## **Article I Corporate Powers**

The corporate seal shall consist of a circle, having at its circumference the words, "CALIFORNIA STATE UNIVERSITY BAKERSFIELD FOUNDATION," and inside the circle the following words and figures: "Incorporated February 5, 1969."

## **Article II Corporate Powers**

**Section 1.** Except as otherwise provided in the Articles of Incorporation, the powers of this corporation shall be vested in and exercised, its property controlled, and its affairs conducted by the Board of Directors.

## **Article III Board of Directors**

**Section 1.** The Board of Directors shall consist of Thirty (30) persons and such Life Members and Honorary Members as are selected and who shall hold office as hereafter set forth.

**Section 2.** The Board of Directors shall be made up as follows:

(a) Twenty-seven (27) members of the Board of Directors shall be selected from the general public residing in the primary region which is served by California State University, Bakersfield, California. (b) The President of the University shall be a Director, or if at any time there is not a President of the University, the chief executive officer of the University shall become a Director and shall assume such offices and duties as are prescribed for the President of the University in these By-Laws. (c) The Faculty Forum or its successor organization shall elect from the faculty of the University one (1) member of the Board of Directors. (d) The chief executive officer of the Student Government shall be a Director (ex officio). (e) Life Members and Honorary Members as selected pursuant to Section 7 of this Article.

**Section 3.** Election of Directors

Public Members, Life Members and Honorary Members of the Board of Directors shall be elected by the Board of Directors.

**Section 4.** Terms of Office

(a) All general public members of the Board of Directors shall hold office for a period not more than three (3) years. Public members may be elected for terms of shorter duration than (3) years so as to ensure that the full terms of not more than nine (9) public members expire in any one year. Nothing contained herein shall be deemed to prohibit any public member from holding office for two (2) or more successive terms of office.

(b) The President of the University and the President of Associated Students, Inc. shall serve for the term that he or she holds that office.

(c) The board member elected by the academic senate shall be for a term of three (3) years, or as long as he or she is a member of the faculty, whichever period is shorter. The faculty member so elected shall not be eligible for immediate re-election.

(d) The Provost and Vice President for Academic Affairs, the Vice President for Business and Administrative Services, the Vice President for Student Affairs and the Vice President for University Advancement shall be ex-officio non-voting members of the board for the term that he or she holds that University office.

**Section 5.** Any public member of the Board of Directors may be removed by a majority vote of the total membership of the Board of Directors.

**Section 6.** Vacancies on the Board of Directors shall be filled by a majority vote of the total membership of the Board of Directors.

**Section 7.** When a retiring or retired Board Member has made an outstanding contribution to the Foundation and the University and served a period of at least ten (10) years on the Board, he or she may be designated a **LIFE MEMBER OF THE BOARD** upon presentation of a resolution by the Chairman and/or Secretary of the Board and unanimous adoption by the Board of Directors present and voting at a meeting. A Life Member shall be entitled to attend all meetings of the Board and to vote on all matters before the Board. A Life Member may only be removed by resignation, death or removal from office in the manner provided in Section 5. A Life Member shall receive all notices, minutes and other appropriate distributive literature pertaining to operations of the Foundation and the University. When a retiring Board member or a community leader has made an outstanding contribution to the Foundation and the University over an extended period of time, he or she may be designated an **HONORARY MEMBER OF THE BOARD OF DIRECTORS** upon presentation of a resolution by the Chairman and/or Secretary of the Board and unanimous adoption by the Board of Directors present and voting at a meeting. An Honorary Member of the Board shall be entitled to attend all meetings of the Board, although not entitled to vote. Such members shall receive all notices, minutes and other appropriate distributive literature pertaining to the operations of the Foundation and the University.

**Section 8.** The Directors shall serve without compensation.

**Section 9.** Each Director shall file with the Secretary an address to which all notices may be directed until notice of change of address has been given by him or her in writing.

**Section 10.** Regular meetings of the Board of Directors shall be held quarterly at a place designated by the Chairman. Notice of the time and place of meeting shall be mailed to each member not less than ten (10) days before the date of such meeting at his or her last known place of business or residence.

**Section 11.** An annual meeting of the Board of Directors shall be held during June of each year, the exact date and place of which shall be designated by the Chairman.

**Section 12.** Special meetings may be called at any time by the Chairman or by five members of the Board. Notice of the time and place of a special meeting shall be mailed to each member not less than (5) days before the date of such meeting at his or her last known place of business or residence.

**Section 13.** A majority of the Board of Directors, excluding Life Members and Honorary Members, shall constitute a majority for voting and for determining a quorum.

#### **Article IV Powers of the Directors**

**Section 1.** The Board of Directors shall have the power:

(a) To appoint and remove officers, agents, and employees, fix their duties and compensation, and may require from them a surety bond; (b) To manage the business of the corporation; to make for its rules and regulations not inconsistent with other provisions of the By-Laws or the laws of the State of California; (c) To incur indebtedness for the conduct of business, the terms and amount of which shall be entered on the minutes of the Board. The Chairman and Treasurer shall sign officially all evidences

of indebtedness; (d) To supervise all officers, agents and employees, and see that their duties are properly performed.

## **Article V Officers**

**Section 1.** The voting officers of the Board of Directors shall be the Chair, Vice-Chair and Secretary.

**Section 2.** There shall be a Treasurer, Executive Director of the Foundation and Foundation Manager of the Foundation, who shall be ex-officio members of the Board of Directors and be officers of the Board of Directors, but who shall have no right to vote on matters brought before the Board of Directors.

**Section 3.** There may be an Assistant Secretary and there may be an Assistant Treasurer, who shall not be officers of the Board of Directors of the corporation, but who, when authorized to do so, may act for and in the place of the Secretary or Treasurer, as the case may be.

**Section 4.** The Board of Directors may create and fill such other offices as it may deem appropriate, doing so at any meeting of the Board of Directors.

**Section 5.** The Chair and Vice-Chair of the Board of Directors shall be elected annually by the Board of Directors from the members of the Board of Directors other than the President of the University. Such election shall occur at the annual meeting of the Board of Directors and, if not held at that time, shall be held as soon thereafter as may conveniently be possible.

**Section 6.** The President of the University shall be the Secretary of the Board of Directors.

**Section 7.** The Treasurer of the Board of Directors and the Executive Director and Foundation Manager of the corporation shall be designated by the President of the University, with the concurrence of the Board of Directors. The President of the University may also designate an Assistant Secretary and may designate an Assistant Treasurer, with the concurrence of the Board of Directors.

**Section 8.** Each officer shall hold office until his or her successor shall have been elected and shall have qualified.

**Section 9.** Any officer appointed or elected by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of this corporation would be best served by such action.

**Section 10.** A vacancy in any office originally filled by the Board of Directors, occurring by reason of death, disability, resignation, removal, disqualification or other cause, may be filled by the Board of Directors for the unexpired portion of the current term.

**Section 11.** A vacancy in any office originally filled by designation by the President of the University with concurrence by the Board of Directors, occurring by reason of death, disability, resignation, removal, disqualification or other cause, may be filled by a new designation by the President of the University with the concurrence of the Board of Directors.

**Section 12.** The President of the University, or such person as may be designated by him from time to time, such designation having been approved by the Board of Directors shall be the Chief Executive Officer of the corporation.

**Section 13.** The Chair shall preside at all meetings of the members of the Board of Directors. He or 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 executing thereof shall have been expressly delegated by the Board of Directors or by these by-laws 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 office of Chair and such other duties as may be prescribed by the Board of Directors from time to time.

**Section 14.** The Vice-Chair shall, in the absence or inability or refusal of the Chair to act, perform the duties of the Chair and, when so acting, shall have all the powers of and be subject to all restrictions imposed upon the Chair. Any Vice-Chair shall perform such other and further duties as from time to time may be assigned to him or her by the Chair or by the Board of Directors.

**Section 15.** The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; by custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these by-laws; keep a register of mailing address of each director which shall be furnished to the Secretary by such director; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Chair or the Board of Directors.

**Section 16.** Any Assistant Secretary shall perform such duties as may be assigned by the Secretary or the Board of Directors.

**Section 17.** The Treasure shall be the Chief Financial Officer of the corporation. He or she shall give a bond for the faithful discharge of his or her duties in such sum and with surety or sureties as the Board of Directors shall determine. He or she shall have charge and custody of and be responsible for all funds and securities of the corporation, receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these by-laws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Chair or by the Board of Directors.

**Section 18.** Any Assistant Treasurer shall perform such duties as may be assigned by the Treasurer or the Board of Directors.

**Section 19.** The Executive Director of the Foundation shall be the chief administrative officer of the corporation. He or she shall work with the Chair of the Board of Directors in establishing the agenda for all meetings of the Board of Directors and be responsible for reports to the Board of Directors on the work of the Foundation. The Executive Director shall be responsible for administering the affairs and work of the Foundation and may employ and supervise staff as needed to execute the business of the Foundation. The Executive Director will be responsible to the President of the University for the affairs of the Foundation.

**Section 20.** The Foundation Manager shall serve as the operating officer of the Foundation, reporting to the Executive Director of the Foundation. He or she shall develop Foundation policies and programs for presentation to the Board of Directors and shall oversee the implementation of those policies approved by the Board of Directors. He or she shall establish organization structures and staffing requirements, supervise personnel, oversee the fund accounting system, supervise accounting functions, develop and oversee compliance with appropriate budgets, develop and recommend investment policies and procedures, monitor compliance with applicable statutes, regulations, rules and policies, and perform such other functions as may, from time to time, be directed by the Board of Directors.

## **Article VI Executive Committee**

**Section 1.** This corporation shall have an executive committee of the Board of Directors compiled of the Chairman, the immediate past Chairman, the Vice-Chairman, the Secretary and the Treasurer.

Should the immediate past Chairman not be available to serve, one other member of the Board shall be elected to the committee. Should the Treasurer not be a member of the Board, one other member of the Board shall be elected to the committee. The secretary and three other members of the Executive Committee shall constitute a quorum.

**Section 2.** Except for the Secretary and Treasurer, each member of the Executive Committee shall serve for a period of one (1) year, or until the next annual meeting of the corporation and until his or her successor is appointed, unless the Committee shall be sooner terminated or unless such member be removed from such Committee or unless such member shall cease to qualify as a member thereof.

**Section 3.** The Executive Committee shall have all the powers and authority of the Board of Directors in the management of the business and affairs of the corporation subject to ratification by the Board of Directors at its next meeting.

## **Article VII Contracts, Checks, Bank Accounts**

**Section 1.** 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 by-laws, 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.** All checks, drafts, 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. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the Chairman or Vice-Chairman of the corporation.

**Section 3.** 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.** The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

**Section 5.** The corporation shall keep correct and complete books and records of account 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.

## **Article VIII Fiscal Year**

**Section 1.** The fiscal year of this Board shall begin on the first day of July and shall terminate on June thirtieth.

## **Article IX Amendment of By-Laws**

**Section 1.** The By-Laws may be repealed or amended or new By-Laws adopted at a meeting of the Board of Directors by the affirmative vote of two-thirds of those present at a meeting which a quorum shall be present if notice of all proposed amendments, repeals or substitution of new By-Laws shall have been given to each member in the manner prescribed for the holding of special meetings. If no notice of


proposed amendments, repeals or substitution of new By-Laws has been given, these By-Laws may be amended at any meeting of the Board of Directors by the affirmative vote of at least twelve (12) members of the Board.

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I certify that:

I am the Secretary of CALIFORNIA STATE UNIVERSITY BAKERSFIELD FOUNDATION.

The foregoing By-Laws are the by-laws of the corporation as amended and approved by the Board of Directors on **June 13, 2007**, at a meeting duly held .

Dated: 7/30/07

  
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Horace Mitchell, Secretary