

**By – Laws of the
Orange Coast College Foundation**

Article I

Name

The name of this Corporation shall be the

ORANGE COAST COLLEGE FOUNDATION

Article II

Purpose

The charitable purposes of this Corporation are to promote and assist the programs of Orange Coast College in accordance with the mission, policies and priorities of the College as administered by the President.

Article III

Membership

This Corporation shall have no members other than the persons constituting its Board of Directors. The Board of Directors shall, under any statute or rule of law, be the members of this Corporation and shall have all rights and powers members would otherwise have.

Article IV

Board of Directors

Section 1. Number of Directors

The Board of Directors shall consist of not less than ten (10) nor more than thirty (30) directors, with the exact number thereof to be determined by resolution of the Board of Directors.

Section 2. Powers of Directors

Subject to the provision of the California Nonprofit Corporation Law and any limitations in the affairs of this Corporation shall be managed, and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board of directors may delegate the performance of any duties or the exercise of any powers to such officers or agents as may from time to time by resolution be designated. Since the goal of this Corporation is to encourage, receive, deposit and disburse charitable gifts on behalf of

Orange Coast College, each director, with the exception of those Directors designated as “ex-officio” should be selected based upon the following characteristics:

- (a) An indicated personal interest in, with the financial resources necessary to, making annual contributions to the college;
- (b) A willingness and ability to identify and personally solicit contributions on behalf of the college;
- (c) A recognized and respected leader within either the local business, professional or campus communities.

Section 3. Membership Distribution

The distribution of the membership of the Board of Directors shall be as follows:

- (a) Ex-officio Directors. The ex-officio voting Directors shall consist of the President of Orange Coast College, Orange Coast College’s Vice Presidents of Administrative Service, Instruction and Student Services and the President of the Associated Students of Orange Coast College. The Executive Director of this Corporation shall be ex-officio, non-voting Director and shall serve as the Executive Secretary of this corporation. In the event that an ex-officio director ceases to hold the office described, the duly appointed permanent or acting successor shall become an ex-officio Director of this corporation.
- (b) Faculty Director. One (1) teaching faculty member of the college designated by the Academic Senate of the College for a three (3) year term.
- (c) Affiliate Organization Directors. The President of the Orange Coast College Alumni & Friends Association and the President of the Orange Coast College Friends of the Library shall serve as ex-officio voting directors.
- (d) Elected Directors. When authorized, additional directors shall be elected by the Board of Directors for three-year regular terms, with initial terms of one (1), two (2) or three (3) years as determined by the Board of Directors.

Section 4. Election and Term of Office

All directors, except the ex-officio directors, shall be designated, selected or elected as provided herein and all vacancies in said directors occurring other than by expiration of term of office, shall be filled in the same manner. The term of office of such directors shall begin immediately after such designation, selection or election, and shall terminate when the term of office of their predecessor would have terminated.

Section 5. Voting

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

Section 6. Annual Meetings

There shall be an annual meeting of the Board of directors held concurrently with the regular meeting in January.

Section 7. Regular Meetings

Regular meetings of the Board of Directors shall be held at least once during each fiscal quarter and may be called by the chair or by anyone authorized by the Executive Committee.

Section 8. Special Meetings

Special meetings of the Board of Directors may be called as needed by the chair or the President of the College.

Section 9. Place of the Meetings

Meeting of the Board of Directors shall be held at any place within this State which has been designated from time to time by resolution of the board or by written consent of all members of the board. In the absence of such designation, meetings shall be held on the campus of the Orange Coast College.

Section 10. Notice of Meetings

- (a) Written notice of every meeting, whether annual, regular or special, shall be given to each director at least seven (7) days before the meeting. Notice may be delivered personally by mail, or e-mail to the last known address of the director and, if mailed, is complete upon mailing. Written or e-mail notice of any meeting shall also be given pursuant to this subsection to any person who requests such notice in writing.
- (b) An agenda listing the matters to be considered at each meeting shall be given to each director and to any person so requesting, at least 72 hours before the meeting.
- (c) Notwithstanding anything in this section to the contrary the chair may call an emergency meeting of the board without giving the normal notice if such a meeting is necessary to discuss an unforeseen emergency condition. An emergency condition for the purpose of this subsection is any condition that, if not addressed by the board promptly, may result in significant detriment to this Corporation or Orange Coast College.

Section 11. Open Meetings

All meeting of the board shall be open and public, and all persons shall be permitted to attend any meeting of the board, 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 Chapter 9 of Part 1 of Division 2 of Title 5 of the Government Code, commencing with Section 54950.

Section 12. Meeting of the Executive Committee

Meetings of the Executive Committee may be called for any purpose by any member of the Executive Committee. All meetings of the Executive Committee shall be conducted in accordance with provision of Chapter 9 of Part 1 of Division 2 of Title 5 of the Government Code, commencing with Section 54950.

Section 13. Quorum

A majority of the total number of voting directors shall constitute a quorum for the transaction of business at every annual, regular, special or emergency meeting. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action is taken is approved by at least a majority of the required quorum for such meeting.

Section 14. Defense and Indemnification

This Corporation shall defend any Director who is a part or is threatened to be made a party to any proceeding, other than an action by or in the right of the Corporation, by reason of the fact that such Director is or was an agent of this Corporation, and will indemnify any such Director against expenses, judgments, fines, settlements and any other amounts actually and reasonably incurred in connection with such proceeding if such Director reasonably believed to be in the best interest of this Corporation and, in the case of a criminal proceeding, if such Director had no reasonable cause to believe the conduct was unlawful.

Section 15. Removal of Directors

Directors of this Corporation, other than ex-officio directors and their designees, may be removed at any time by a two-thirds (2/3) vote of the total number of directors. Designees may only be removed with the written consent of the person or body who designated them.

Section 16. Compensation

The directors of this Corporation shall serve without compensation, except their actual expenses approved in advance by the Executive Committee.

Section 17. Budget.

The OCC Foundation Board shall adopt a preliminary budget by the end of June of each year and a final annual budget by the end of September each year.

Section 18. Approving Expenditures.

All checks, drafts or orders for the payment of money are to be approved by the Orange Coast College Foundation Executive Director, the OCC Vice President of Administrative Services or their authorized designee. Expenditures are to be reported to the OCC Foundation Board on a regular basis.

Section 19. Selecting an Attorney & CPA

As stipulated in the OCC Foundation's operating Agreement with the Coast

Community College District, the OWC Foundation Board shall have the benefit of the advice and counsel of at least one attorney admitted to practice law in the State of California, and at least one licensed Certified Public Accountant.

Section 20. Acceptance of Gifts and Grants

Charitable and philanthropic gifts, and grants to Orange Coast College are submitted to the Orange Coast College Foundation for processing and documenting by the Director and appointed staff. Gifts and grants are accepted in compliance with the Foundation's gift acceptance procedures. The fiscal office accounts for these transactions in the financial records of the Foundation. List and summaries of major gifts and grants are reported to the Foundation Board on at least an annual basis

ARTICLE V

Officers

Section 1. Officers

The officers of this Corporation shall be a chair, vice chair, secretary, treasurer and such other officers as the Board of Directors may appoint.

Section 2. Election

The Board of Directors shall elect all officers of this Corporation for terms of one year, or until their successors are elected and qualified. The annual election shall be held at the regular meeting in January. All officers shall be drawn from the board membership.

Section 3. Term of Office for Officers

Terms of office for officers of the Orange Coast College Foundation Board of Directors shall be for a period of one year. The term of office will begin on July 1 and end on June 30. Officers shall serve no more than two executive terms in any one office.

Section 4. Vacancies

A vacancy in any officer position shall be filled in the same manner as the former occupant of the position was selected.

Section 5. Chair

Subject to the control of the Board of Directors, the chair shall preside at all meetings of the board, and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors. The chair shall have a vote on all matters.

Section 6. Vice Chair

The vice chair, in the absence or disability of the chair, shall perform all the duties of the chair, and in so acting shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 7. Secretary

The secretary shall assist the chair in the preparation of the agendas for the meetings, shall keep a full and complete record of the proceedings of all meeting a of the Board of Directors and the Executive Committee, shall keep the seal of this Corporation and affix the same to such papers and instruments as may be required in the regular course of business and shall provide such notices as may be necessary or proper. The secretary shall submit an annual report to the board in January of each year. In case of the absence or disability of the secretary, or his or her refusal or neglect to act, such notices may be provided by the chair or by the vice chair or by any person thereunto authorized by the chair or by the vice chair, or by the Board of Directors.

Section 8. Treasurer

The treasurer shall keep and maintain adequate and correct accounts of all of the properties and business transactions of this Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The treasurer shall keep separate records on all special funds coming into the possession or control of this Corporation for management and disbursement, including all special trust funds scholarship accounts, loan funds, revolving funds, any and all indentures, contracts or documents containing or relating to any restriction, covenants, or conditions imposed by donors to said Foundation funds, as to the manner, method, or control of said trust or endowment funds. In addition, the treasurer shall perform such other duties as prescribed by the Board of Directors.

ARTICLE VI

Executive Committee

Section 1.

There shall be an Executive Committee with a membership to be drawn solely from the Board of Directors as follows: chair, and vice chair, President of the College, secretary, treasurer, past chair, chair of the Marine Programs Committee and Executive Director.

Section 2.

The Executive Committee shall have the power to act on behalf of the Board of Directors in all matters authorized by the Nonprofit Public Benefit Corporation Law.

ARTICLE VII

Finance & Investment Committee

Section 1

There shall be an Investment Committee with a membership drawn solely from the Board of Directors as follows treasurer, Vice President of Administrative Service of Orange Coast College and at least three (3) and not more than five (5) other directors appointed by the chair.

Section 2.

The Finance and Investment Committee shall have the power to make all investment determinations on behalf of the Board of Directors.

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ARTICLE VIII

Conflict of Interest

Section 1

No member of the board shall be financially interested in any contact or other transactions entered into by the board, and any contract or transaction entered into in violation of this is void. Board members are required to recuse themselves in the case an actual or perceived conflict of interest arises.

Section 2

Board members are asked to annually sign the Coast Community College District auxiliary member conflict of interest disclosure form.

ARTICLE IX

Amendment of Bylaws

These bylaws may be amended at any regular meeting of the Board of Directors by a majority vote of the total voting membership of the board, providing that the amendment has been submitted in writing at the previous regular meeting.