

**COLLEGE OF THE REDWOODS
FOUNDATION BOARD MEETING**
August 24, 2016 1:00 pm –3:00 pm
Eureka Main Campus (Boardroom)
7351 Tompkins Hill Rd., Eureka, CA 95501

1. Call to Order

ACTION 2. Approve Minutes Dated 5/25/2016

3. Updates

3.1 District Update

Keith Snow-Flamer

3.2 Scholarship Update

Jordan Walsh

3.3 Marketing Update

Marty Coelho

3.4 Fundraising Update & Discussion

Marty Coelho

4. Board Business

ACTION 4.1 Approve the Foundation Financial Reports
Bruce Emad

ACTION 4.2 Appointment of Audit Committee
Jim Davis

ACTION 4.3 Approve revised Finance and Audit Committee changes in Bylaws
Jim Davis

**BYLAWS
COLLEGE OF THE REDWOODS FOUNDATION
A CALIFORNIA NON-PROFIT CORPORATION**

Last updated on June 17, 2016 to incorporate changes approved by the Foundation Board on May 25, 2016.

1.0 ARTICLE I-PURPOSE

- 1.1 The purpose of the College of the Redwoods Foundation ("Foundation") is to benefit and augment the educational programs of the Redwoods Community College District ("District") by:
 - 1.1.1 Providing a vehicle for financing and undertaking activities, projects, and functions of an educational and/or charitable nature which will support the mission of the District;
 - 1.1.2 Soliciting, receiving, investing, and managing money and property, and using the funds, proceeds, and income generated to benefit the students of the District; and
 - 1.1.3 Providing oversight and support services for affiliate groups approved by the Foundation Board of Directors.
- 1.2 Subject to limitations imposed by law, the articles of incorporation, the Master Agreement by and between the Redwoods Community College District and the College of the Redwoods Foundation, the District's implementing regulations as outlined in Administrative Procedure (AP) 3600 Auxiliary Organizations, and these bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Foundation shall be controlled by, the Foundation Board of Directors.

2.0 ARTICLE II- ARTICLES OF INCORPORATION

- 2.1 As an incorporated section 501(c)(3) non-profit organization, these bylaws guide the Board in its decision-making and help to define the structure and processes of the Foundation. Notwithstanding any other provision of the bylaws, no director, officer, employee, agent or representative of this Foundation shall take any action or carry on any activity by or on behalf of the Foundation not permitted to be taken or carried out by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended.

3.0 ARTICLE III - BOARD MEMBERSHIP

- 3.1 The Board of Directors of the Foundation shall consist of no less than nine (9) and no more than fifteen (15) voting members. Voting members shall include the following: two members of the

Board of Trustees of the Redwoods Community College District, the President/Superintendent of the District, and designated representatives from active affiliate groups.

- 3.2 The Executive Director of the Foundation has a right to attend and participate in all meetings of the Board of Directors, except when the Board enters executive session, but shall have no voting privileges. Other employees of the District may serve as staff to the Board as deemed necessary by the directors, and may participate in any Board meeting, but shall not be counted for purposes of determining number of directors or the presence of a quorum at any such meeting and shall not be entitled to vote.
- 3.3 The majority of the nine to fifteen (9-15) voting members of the Foundation Board shall be community members.
- 3.4 The service of the Board members is voluntary and non-compensatory. Miscellaneous expenses incurred by a Board member may be reimbursed by prior approval of the Executive Committee.
- 3.5 All members shall serve a two-year term beginning January 1. Terms shall be staggered such that approximately one-half of the Board members' terms expire each year. Members may be reappointed to subsequent two-year terms.
- 3.6 Any Board member may be removed for cause as determined by a majority vote of all directors present at the meeting.

4.0 ARTICLE IV- OFFICERS

- 4.1 The officers of the Foundation shall be the President, Vice-President, and Secretary/Treasurer. The Board of Directors shall elect the President and Vice- President from among its members. The election is to be held at the annual meeting of the Foundation. Any officer may be removed with or without cause as determined by a majority vote of all directors present at the meeting.
- 4.2 The Secretary/Treasurer shall be the President/Superintendent of the District or his/her designee.

5.0 ARTICLE V- MEETINGS

- 5.1 The annual meeting of the Foundation shall be held during the first quarter of each calendar year. The Board of Directors shall hold other regular meetings during the year as established during the annual meeting. The Board may hold special meetings as necessary, which shall be noticed in accordance with the Ralph M. Brown Act.
- 5.2 At the annual meeting of the Foundation, the Board shall:

- 5.2.1 Elect a Board President and Vice-President.
- 5.2.2 Determine standing committees, subject to revision at later meetings of the Board.
- 5.2.3 Present a complete report of the work, finances, and external audit of the Foundation.
- 5.2.4 Review the bylaws and policies of the Foundation, including officer and committee responsibilities and Board member expectations.
- 5.3 A majority of the number of directors serving currently on the Board constitutes a quorum of the Board for the transaction of business. The Board may take action by a vote of the majority of the quorum. Voting rights may not be exercised by proxy. In the absence of a quorum, any scheduled meeting may be adjourned as provided by the Ralph M. Brown Act.
- 5.4 The President of the Foundation shall preside at all meetings of the Board of Directors except in cases of unavoidable absence.
- 5.5 The Vice-President of the Foundation shall preside at any meeting when the President is absent. In cases of absence of both the President and Vice-President, the directors shall appoint one from among the number present who shall preside at such meetings.
- 5.6 Meetings shall be conducted in accordance with the Ralph M. Brown Act.

6.0 ARTICLE VI- ETHICS

- 6.1 A Board member shall not act, either by motion, second, deliberation, vote or have influence, on any matter brought before the Foundation through its committees or to the Board of Directors when such matter will, or might, result in a direct or indirect financial gain to such director.
- 6.2 No member of the Foundation's Board of Directors shall be financially interested in any contract or other transaction entered into by the Foundation except through normal employment by the District.
- 6.3 Board members shall comply with Education Code sections 72677-72680.

7.0 ARTICLE VII- RISK MANAGEMENT

- 7.1 No director shall be personally liable for debts, liabilities or other obligations of the Foundation.
- 7.2 The Foundation shall ensure that adequate liability insurance and directors' liability insurance is maintained for all activities connected with

the Foundation.

8.0 ARTICLE VIII - EXECUTIVE COMMITTEE

8.1 The Executive Committee shall be formed for the purpose of conducting business on behalf of the Foundation between quarterly meetings of the full Board of Directors. This committee shall operate under the supervision of the Board of Directors. All actions by this committee shall be reported to and ratified by the Board of Directors at the next succeeding meeting. However, the ratification shall not affect the rights of third parties. The Executive Committee shall be composed of the Foundation President, Vice-President, Superintendent/President of the District, Treasurer/Secretary of the Board. The Foundation's Executive Director shall serve as an ex officio non-voting member of the Executive Committee. The chairperson of the Executive Committee shall be the Foundation President.

8.2 The Executive Committee shall meet as deemed necessary by the President, and may exercise all the power and authority of the Board to conduct the normal business of the Foundation including the expenditure of funds, limited to \$75,000 per year, and to consider matters of policy for referral to the Board.

8.3 The Executive Committee shall not have the authority to undertake any of the following actions:

8.3.1 The amendment or repeal of bylaws or the adoption of new bylaws.

8.3.2 The amendment or repeal of any resolution of the Board of Directors.

8.3.3 The creation of other standing committees of the Board without the expressed consent of the Board.

8.3.4 The approval of any self-dealing transactions, as such transactions are defined by law.

8.3.5 The contracting on any loans or issuance of any negotiable paper in the name of the Foundation, unless and except as authorized by the Board of Directors.

8.4 The Executive Committee, based on recommendations of the Secretary/Treasurer, prepares the annual budget for Board approval, reviews and monitors the Foundation's finances and financial transactions, and provides for an annual external audit.

8.5 A majority of the number of members currently serving on the Executive Committee shall constitute a quorum for the transaction of business. The committee may act based on the vote of a majority of the quorum.

9.0 ARTICLE IX- COMMITTEES

9.1 The Foundation may establish standing committees that have continuing

jurisdiction over a particular subject matter (e.g., investments, grants, fundraising). Standing committee membership shall be appointed by the Board President at a regular meeting of the Board. All standing committees shall comply with the Ralph M. Brown Act.

Standing committees may include, but are not limited to, the following:

9.1 The Finance/~~Audit~~ Committee monitors the Foundation's finances and financial transactions, **and** develops investment policies ~~and provides for an annual audit~~. The Committee with the Foundation Treasurer/Secretary develops the Foundation's Annual Budget for Board approval.

9.1.1 The Development Committee plans and implements fundraising activities of the Foundation.

9.1.2 The Grants Committee reviews funding proposals from District staff and faculty and recommends funding of appropriate grants to the Board.

9.1.3 The Audit Committee is responsible for the oversight of the independent auditors' work and develops actions to recommend to the full board as a result of recommendations from the auditors. The Committee will be composed of three Board members, the Executive Director of the Foundation and a College of the Redwoods Finance Staff Representative.

9.2 The Foundation may establish ad-hoc committees for the purpose of assisting the Foundation with standard operations when needed. All ad-hoc committees will consist of less than a quorum of the Board and shall be appointed by the Board President at a regular meeting of the Board. All ad hoc committees shall disband upon completion of its assigned tasks.

Ad-hoc committees may include, but are not limited to, the following:

9.2.1 The Nominating Committee advises the Board on matters related to recruiting and nominating new board members, new member orientation, and recommending a slate of officers each year.

9.2.2 The Scholarship Committee plans and hosts an event to recognize scholarship donors and recipients.

10.0 ARTICLE X- BOARD MEMBER QUALIFICATIONS AND EXPECTATIONS

10.1 All Board members must possess the following qualifications:

- 10.1.1 Ability and willingness to commit the necessary time to attend Board and committee meetings.
 - 10.1.2 Personal reputation and integrity generally recognized by others.
 - 10.1.3 Commitment to enhancing the mission, goals and programs of College of the Redwoods, College of the Redwoods Foundation, and the reputation of the College in the community.
 - 10.1.4 Awareness and access to individuals and organizations which can be encouraged to support the Foundation and the College.
 - 10.1.5 Experience in professional areas and interest in charitable activities.
 - 10.1.6 Ability to make significant contributions to the work of the Board and the progress of the Foundation.
- 10.2 All Board members are expected to:
- 10.2.1 Support the Foundation's mission, purposes, goals, policies, and programs while knowing its strengths and needs.
 - 10.2.2 Attend Board and committee meetings, review the related meeting materials prior to the meetings, and be ready to actively participate in discussions.
 - 10.2.3 Inform the Executive Director if you will not be able to participate in a Board meeting.
 - 10.2.4 Serve actively on at least one committee.
 - 10.2.5 Attend Board retreats, in-service workshops and other Board development activities.
 - 10.2.6 Attend activities and events sponsored by the Foundation and contribute whenever possible.
 - 10.2.7 Maintain confidentiality of the Board's executive sessions and speak for the Board or the Foundation ONLY when authorized to do so by a majority of the Board.
 - 10.2.8 Never accept (or offer) favors or gifts from (or to) anyone who does business with the Foundation.
 - 10.2.9 Carefully read and understand the Foundation's financial statements and otherwise help the Board fulfill its fiduciary responsibility.

- 102.10 Make an annual gift to the Foundation according to personal means, but no less than the minimum amount established by the Board for its members.
 - 102.11 Assist the Foundation by implementing fundraising strategies.
 - 102.12 Participate actively in all Foundation fundraising special events, programs, and activities.
 - 102.13 Suggest possible nominees to the Board who are individuals of achievement who can make significant contributions to the work of the Board and the progress of the Foundation.
- 10.3 A Board member who misses two (2) consecutive regular meetings of the Board without good cause will be removed from the Board. Exceptions to removal may be made upon a timely request of the absent director by a three-fourths vote of the Executive Committee.

11.0 ARTICLE XI- AFFILIATE ORGANIZATIONS

- 11.1 The Del Norte and Mendocino Endowment Boards, as affiliates of the Foundation, are authorized for the benefit of these two campuses. Membership on these Boards is left to the discretion of the local communities. These Boards are to coordinate with the Foundation's Investment Committee, adhere to the Foundation's Gift Acceptance, Investment, and Spending Policy, and provide an annual report to the Board of Directors. These Boards are not authorized to enter into agreements with third parties without the prior express consent of the Foundation Board of Directors or the Executive Committee.
- 11.2 The Foundation Board may establish additional affiliate groups for the benefit of providing services to the District, the students, and the faculty of the campuses and sites.
- 11.3 Additional Affiliate groups may include, but are not limited to:
- 11.3.1 Alumni Association
 - 11.3.2 Foundation League
 - 11.3.3 Corsair Club
- 11.4 All activities of the affiliates shall follow their respective charters, Federal and State laws, the guidelines of the appropriate 501(c)(3) and directives of the Foundation.
- 11.5 The affiliate organizations are hereby advised that the College of the Redwoods Foundation has sole ownership and responsibility for the funds raised and deposited with the Foundation.

11.6 The Foundation retains the authority to require that sufficient records are kept and are available to the Foundation, and to establish such mandatory requirements and policies to ensure compliance with state law, audit, and disbursement standards.

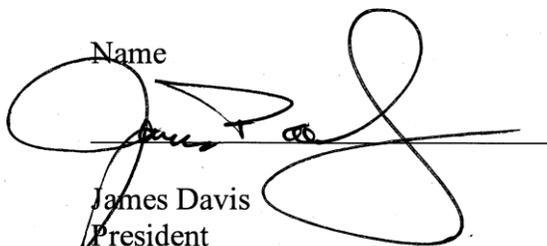
12.0 ARTICLE XII - FISCAL YEAR

The fiscal year of the Foundation shall be the twelve-month period ending June 30 of each year.

13.0 ARTICLE XIII-BYLAW APPROVAL AND AMENDMENT

These bylaws, and any amendments to these bylaws, shall be forwarded to the Board of Trustees of the District for approval.

We, the undersigned, have duly adopted these amended bylaws this 19th day of March, 2015;

Name

James Davis
President
College of the Redwoods Foundation

Signature

Kathryn G. Smith
President/Superintendent
Redwoods Community College
District Secretary/Treasurer
College of the Redwoods Found