

COLLEGE OF THE REDWOODS FOUNDATION BYLAWS

Approved by CR Foundation Board: February 28, 2024

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.

30 ARTICLE III - BOARDMEMBERSHIP

- 31** 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 (appointed by the Board of Trustees,) the President/Superintendent of the District, and may include designated representatives from active affiliate groups.
- 32** 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.
- 33** The majority of the nine to fifteen (9-15) voting members of the Foundation Board shall be community members.
- 34** 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 Foundation Board.
- 35** Any Board member may be removed for cause as determined by a majority vote of all directors present at the meeting.

40 ARTICLE IV- OFFICERS

- 41** The officers of the Foundation shall be the President, Vice-President, and Secretary/Treasurer. The Foundation 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.
- 42** The Secretary/Treasurer shall be the District's Vice President of Administrative Services or a District designee. The Secretary/Treasurer is a non-voting position.

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 last quarterly meeting of the previous year. The Board may hold special meetings as necessary, which shall be held 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. The term of a Foundation Board Officer shall be for two years commencing on the first day after the first quarterly meeting of the year. After a President serves their two-year term and steps down to the Board, the Vice President will become the new President for a two-year term and a new Vice President will be elected.

After rotating off as an officer for one year, a person can once again serve as an officer.

Every two years, the Nominating Committee shall recommend to the Foundation Board the name of the person being nominated to serve as Vice-President. If an officer steps down during their term, the Nominating Committee will recommend name(s) for a new officer(s) at a Special Board Meeting or calendared Board Meeting, whichever is soonest.

At any Board Meeting electing new officers the President shall indicate that other nominations may be made from the floor for each office and in the event that there is more than one nominee for any given office, the nominee receiving the greatest number of votes for a respective office shall be elected to fill that office.

If more than one person is nominated for any office, the election for that officer shall be by secret ballot. If only one person is nominated for any office, then a secret ballot is not required.

- 5.2.2** On a quarterly basis, present a complete report of the work and finances of the Foundation, and on an annual basis present an external audit of the Foundation.

- 5.2.3** Review the bylaws and policies of the Foundation, including officer and committee responsibilities and Board member expectations.

- 5.3** A majority of the directors currently serving on the Board constitute a quorum of the Board for the transaction of business. The Board may act 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.

5.7 At the second meeting of the year:

5.7.1 The new President should present the rosters for the standing and ad hoc committees, subject to revision.

5.7.2 Have all Board members submit conflict of interest forms and contact information.

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.

9.0 ARTICLE IX- COMMITTEES

9.1 The Foundation may establish standing committees that have continuing jurisdiction over a particular subject matter. All standing committees shall comply with the Ralph M. Brown Act.

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

9.1.1 The Finance & Audit Committee monitors the Foundation's finances and financial transactions, develops investment policies, and provides an annual audit.

9.1.2 The Del Norte Foundation Committee works on Del Norte County initiatives.

- 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 their assigned tasks.

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

- 9.2.2** 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.

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.

- 1025** Attend Board retreats, in-service workshops, and other Board development activities.
 - 1026** Attend activities and events sponsored by the Foundation and contribute whenever possible.
 - 1027** 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.
 - 1028** Never accept (or offer) favors or gifts from (or to) anyone who does business with the Foundation.
 - 1029** Carefully read and understand the Foundation's financial statements and otherwise help the Board fulfill its fiduciary responsibility.
 - 10210** Make an annual gift(s) to the Foundation according to personal means.
 - 10211** Assist the Foundation by implementing fundraising strategies.
 - 10212** Participate actively in all Foundation fundraising special events, programs, and activities.
 - 10213** 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.
- 103** Regular attendance at Board meetings is expected. Ongoing absence from Board meetings may lead to removal from the Board.

11.0 ARTICLE XI- AFFILIATE ORGANIZATIONS

- 11.1** 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.
- 11.2** Additional Affiliate groups may include, but are not limited to:
 - 11.2.1** Alumni Association
 - 11.2.2** Foundation League
 - 11.2.3** Corsair Club

- 11.3 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.
- 11.4 The affiliate organizations are hereby advised that the College of the Redwoods Foundation have sole ownership and responsibility for the funds raised and deposited with the Foundation.
- 11.5 The Foundation retains the authority to require that sufficient records be 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 - FISCALYEAR

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 on February 28, 2024.


Dan Collen (Mar 5, 2024 22:52 CST)

President
College of the Redwoods Foundation


Keith Flamer (Mar 6, 2024 04:26 PST)

President/Superintendent
College for the Redwoods