

Mt. San Jacinto College Foundation

Bylaws



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**BYLAWS OF THE MT. SAN JACINTO
COLLEGE FOUNDATION**

MAY 19, 1994
Rev. October 21, 1999
Rev. June 13, 2011

ARTICLE I – Organizational Purpose

The purposes for which this organization is formed are charitable, and are to concern themselves with the procurement and extension of financial aid and otherwise support and promote the operation, maintenance and expansion of Mt. San Jacinto College’s facilities, programs, and equipment to assure the continuation of educational excellence.

ARTICLE II – Principal Office

The principal office for the transaction of the business of the Corporation is hereby fixed and located at San Jacinto, in the Mt. San Jacinto Community College District of Riverside County, California. The Board of Directors may at any time, or from time to time, change the location of the principal office from one location to another in said Mt. San Jacinto Community College District.

ARTICLE III – Seal

The seal of the Corporation shall be inscribed with the name, MT. SAN JACINTO COLLEGE FOUNDATION, INC., and it shall further contain the date of incorporation.

ARTICLE IV – Membership

Section 1 – Members

There shall be one class of membership. All the rights of a member in the Corporation or its property shall cease on his or her death, resignation or other termination of his or her membership, and no other member may transfer his or her membership or any rights arising there from.

Section 2 – Eligibility and Rights

- A. Membership in the Corporation is, and at all times shall be, considered to be a privilege and not a right.
- B. Anyone with a sincere interest and desire to assist in carrying out, promoting, and fulfilling the purposes of the corporation is eligible for membership.

- C. Nominations for membership may be made by any member to the Chairman of the Nominating and Membership Committee or to the Foundation *Executive Committee* President. Membership is confirmable by majority vote of the Executive Committee.
- D. A current roster of all members in good standing shall be maintained by the chair of the Nominating and Membership Committee.

Section 3 – Membership Fees, Dues or Assessments

There shall be no membership dues, fees or assessments for members. The Corporation may recognize individual contributions or donations through special privileges.

ARTICLE V – Board of Directors

Section 1 – Number of Directors

The Board of Directors shall consist of ~~not more than sixty members~~ *a minimum of 15 and maximum of 35 members.*

Section 2 – Attendance Policy

A director possessing unexcused absences in excess of 50% of the regularly scheduled meetings throughout the academic year may be requested to resign from the board, providing notice has been given to the director in writing by the President or the Executive Director of the Foundation, at the direction of the Executive Committee.

Section 3 -Powers of Directors

Subject to the powers of the members and the Mt. San Jacinto Community College District Board of Trustees as provided by law or herein set forth, all corporate powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be controlled by, the Board of Directors. Without limiting the generality of the foregoing, the Board of Directors shall have the following powers:

- A. **Voting Power** shall be vested in the Board of Directors of the Corporation.
- B. **To change the principal office** for the transaction of the business of the Corporation from one location to another within the same Community College District; to fix and locate from time to time one or more subsidiary offices of the Corporation within the Community College District; to designate any place within the Community College District for the holding of any Directors or members meeting; to adopt, make and use a Corporate Seal; and to alter the form thereof from time to time as in their judgment they deem best, provided such Seal shall at all times comply with the provisions of law.

- C. **To delegate to the Executive Committee** any of the powers and authority of the Board of Directors of the business and affairs of the Corporation, except the power to amend bylaws, subject to control of the Board of Directors and the Mt. San Jacinto Community College District Board of Trustees. The Executive Committee shall be composed of Foundation officers as described in Article VI.

Section 4 – Election and Term of Office

- A. **The Directors shall be elected at each Annual Meeting, held in June, of the Corporation.** The term of each elected Director shall begin at the Annual Meeting where elected, and shall be for three years, or until his/her successor is elected. At its January meeting, but in no case less than 90 days prior to the Annual Meeting, the Executive Committee shall determine the number of Directors to be elected for the coming year. The President shall require the Nominating and Membership Committee to place in nomination at the Executive Committee meeting prior to the Annual Meeting (but not less than 15 days prior to the Annual Meeting), a sufficient number of names to fill the vacancies of the Board of Directors for the ensuing year as determined by any member at the Annual Meeting.
- B. **Vacancies** on the Board of Directors shall be filled by action of the Nominating and Membership Committee, with unanimous approval of the Executive Committee during the time between Annual Meetings for the unexpired term of the elected member causing the vacancy.

Section 5 – Meetings

- A. **All business meetings** shall be conducted in public in accordance with Education Code 72674 and with the provisions of Chapter 9 (commencing with section 54950) of Part 1 of the Government Code.
- B. **Special meetings** of the Board of Directors, for any purpose or purposes, may be called at any time by the President or by one-third of the Directors.

Notice of the time and place of special meetings shall comply with Education Code 72674 and with the provisions of Chapter 9 (commencing with section 54950) of Part 1 of the Government Code *and Brown Act requirements*.

- C. **Regular Business Meetings** of the Board of Directors of the Foundation shall be held at least once each quarter of the fiscal year at the principal office of the Foundation or at such other time or place within the Mt. San Jacinto Community College District as the Board of Directors may designate. (In accordance with Section 72674 of the California Education Code) During the last quarter of the *fiscal* year, the Board of Directors will hold its Annual Business Meeting. At the time of the Annual Business Meeting the Board of Directors shall, for the purpose of organization, elect officers and transact other business.

D. Place of Meeting – Regular meetings of the Board of Directors shall be held at any place within the Mt. San Jacinto Community College District that 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, regular meetings shall be held at the principal office of the Corporation. Special meetings of the Board may be held at a place so designated or at the principal office.

Section 6 – Quorum

25% of the Directors of the Corporation ~~present~~ at any Annual, Quarterly, or Special meeting held after proper notice, as herein provided shall constitute a quorum.

Every act or decision of the Directors present shall be valid as the act of the membership; provided, however, that the candidates for Directors receiving the highest number of votes up to the number of Directors to be elected shall be declared elected. Every person entitled to vote shall have the right to do so in person.

Section 7 – Honorary Directors

The Board of Directors may from time to time designate certain persons as Honorary Directors. Any person who, in the judgment of the Directors, has performed exemplary service is eligible to be named as Honorary Director will be the same as those of a general member.

Section 8 – Adjournment

In the absence of a quorum at any meeting of the Board of Directors, the majority of Directors present may adjourn the meeting to another time. Notice of the time and place of holding an adjourned meeting shall be given in accordance with Education Code Section 72674 and Article V, Section 4A of these bylaws.

Section 9 – Removal

Directors or Officers of the Foundation, having been granted due process of law, may be removed from office by a vote of at least two-thirds of the Directors present.

Section 10 – Compensation

The Directors shall serve without compensation for their services to the Corporation, provided however, that they may be reimbursed from time to time for expenses incurred on behalf of the Corporation and authorized by the Board of Directors. No Director may be involved, for profit, in any endeavor in which the Foundation participates.

ARTICLE VI – Executive Committee and Officers

Section 1 – Executive Committee

A. The Executive Committee is composed of the officers of the Foundation who shall be selected from the Board of Directors:

Foundation President
Immediate Past President
President Elect
Secretary
Chief Financial Officer
Standing Committee Chairs
College Superintendent/President
Executive Director Foundation (Non-voting)

The Executive Committee may act for the Board of Directors when specifically authorized by the Board of Directors or the bylaws. This Board is empowered to study, overrule or modify, all recommendations for the Standing or Special Committees, subject to the provisions of the California Community College Education Code and Title 5 Administrative regulations. The Executive Committee shall be responsible for adequate procedural safeguards for the receipt and disbursement of all Corporation funds and property.

B. The term of office for elected and appointed members of the Executive Committee shall be ~~one~~ *two years* or until the person is replaced by a duly authorized election or appointment, but the President and *President Elect* may not serve more than two consecutive terms in the same office.

Section 2 – Meetings

A. Meetings – Unless otherwise prescribed by the Board of Directors, regular meetings of the Executive Committee shall be held at such time and places as determined by the Board of Directors or by the Executive Committee in absence of such determination, and shall be held at the principal office of the Corporation, or such other place as may be designated from time to time by resolution of the Executive Committee, or by written consent of all Directors.

B. Special Meetings may be called by the President or *President Elect*, or any two members of the Board of Directors, upon written notice to the Executive Committee of the time and place of such special meeting in the same manner as provided for notice of special meetings of the Board of Directors.

C. Quorum – A simple majority of the authorized number of members of the Executive Committee shall constitute a quorum for the transaction of business.

Section 3 – Voting Power

Each member of the Executive Committee shall have an equal vote in deciding matters before the Board.

Section 4 – Officers

The Officers of this Corporation shall be President, President Elect, ~~one or more Vice Presidents as determined by the incoming president prior to the annual meeting or determined by the president during the current year~~, Secretary, and Chief Foundation Financial Officer, the Immediate Past President and such officers as the Board of Directors may appoint. When the duties do not conflict, one person, other than the President, *President Elect*, Chief Financial Officer and Secretary, may hold more than one of these offices.

Section 5 – Election

The Nominating and Membership Committee shall present a slate of officers for consideration at the Annual Business Meeting, *held in June*, of the Board of Directors. Additional nominations from the floor may be made with prior consent of the nominee.

Section 6 – Vacancies

A vacancy in any office for any reason other than the regular end of the elected term shall be filled from the membership of the Board of Directors by the Foundation President, with approval of the Executive Committee.

Section 7 – President

Subject to the control of the Board of Directors and Executive Committee, the President shall have the general supervision, direction, and control of the business and affairs of the Executive Committee and shall have such other duties as may be prescribed from time to time by the Board of Directors. The President shall be an ex-officio member of all standing committees except the nominating committee.

Section 8 –*President Elect*

In the absence of or disability of the President, the *President Elect* shall have the powers of the President. Said *President Elect* shall have such powers and perform such other duties as may be prescribed from time to time by the Board of Directors and may, at the discretion of the Nominating and Membership Committee, serve as President Elect for the succeeding term of office of President of the Foundation. ~~As incoming President, the First Vice President will determine the number of Vice Presidents to serve on the Executive Committee during the ensuing year.~~

Section 9 – *Vacancy of the President/President Elect*

In the absence of or disability of the President and President Elect, ~~one of the Vice Presidents (as selected by the Executive Committee)~~ *the Executive Committee shall appoint a President or President Elect, with approval of the Executive Committee*

members. The President or President Elect shall perform the duties of the President, 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 10 – Secretary

The Secretary shall keep full and complete records of the proceedings of the Board of Directors and the Executive committee; shall be responsible for the Seal of the Corporation and affix same on such papers and instruments as may be required in the regular course of business; shall make service of such notices as may be necessary or proper; shall supervise the keeping of the books of the Corporation and shall discharge such other duties as pertain to the office or as prescribed by the Board of Directors.

Section 11 –Chief Financial Officer

The Chief Financial Officer shall direct the development of the estimated annual budget to be presented for adoption at the Annual Business Meeting and shall act as chair of the Investment and Finance Committee. The Chief Financial Officer shall have such other powers and perform such other duties as may be prescribed by the Board of Directors and cited in Article IX, “Financial Matters.”

ARTICLE VII – Standing Committees

The Chairman of each of the Standing Committees shall be appointed by the President of the Corporation and ratified by the Executive Committee and shall be a member of the Board of Directors. Such appointment shall be for the term of one year but may be renewed for successive one-year terms by the President and Executive Committee. Members of the Standing Committees shall be appointed by the Chairman of those Standing Committees from the membership of the Corporation. Should the Chairman of the Standing Committee wish to include a person not a member of the Corporation in the deliberation of that committee, he/she may do so upon approval of the Executive Committee. Except for the Nominating and Membership Committee as established in the following, all standing committees shall have at least three (3) members.

The Standing Committees of the Corporation shall be as follows:

Section 1 – Nominating and Membership Committee

The Nominating and Membership Committee shall meet prior to March 31st of the calendar year. Only Directors of the Foundation are eligible for appointment to the Nominating and Membership Committee. This committee shall consist of not less than ~~seven (7)~~ *five (5) members.* *A member being considered as a candidate as a director or as an Executive Committee member cannot participate as a member of the Nominating Committee.* The four major functions of this Committee are: (for nominations see also Article V, Section 3)

1. Nomination of Directors for Foundation Board;

2. Nomination of a slate of officers for consideration of the Board of Directors;
3. Nomination of prospective members of the Foundation;
4. Ongoing membership development.

Section 2 – Development Committee

The Development Committee of the Foundation is the planning and fund raising arm of the Corporation. The Committee is responsible for developing the program required to acquire capital and other funds needed to fulfill the College Mission.

Section 3 – Investment and Finance Committee

Chaired by the Chief Financial Officer, the Investment and Finance committee has the responsibility of preparation of an estimated annual budget *for the general foundation fund* for a fiscal year to be presented at the Annual Business Meeting in June and for managing the endowment portfolio of the corporation, and the prudent investment of all investment assets, in a manner to assure maximum benefit, with protection by adequate safeguards and in accordance with the Foundation Investment Policy.

~~As approved at the October 17, 1996 Executive Committee meeting the following board members shall serve on the Investment and Finance Committee:~~

Committee members to be:

- Chief Financial Officer
- Foundation President
- Superintendent/President
- Immediate Past President of the Foundation

Non-voting members of the committee shall be:

- Executive Director of the Foundation
- Investment Manager (College Vice President of Administration and Finance)
- Recording Secretary

Section 4 – Public Relations Committee

The Public Relations Committee shall provide access to the community to communicate the philosophy, purpose and program of the Foundation in the most understandable manner.

Section 5 – Scholarship Committee

The Scholarship Committee shall be responsible for selection of recipients of such scholarship funds available through the Foundation where no previous guidelines exist. The Executive Director of Foundation or Foundation Office staff member and a representative from the College Financial Aid Office, as appointed by the College President, shall serve on the Scholarship Committee in an advisory capacity.

Section 6 – Special Events Committee

The Special Events Committee, whose chairman shall be appointed by the President of the Foundation, has the responsibility for planning and exercising leadership regarding implementation of special activities/programs of the Foundation. Regular reports are to be made to the Executive Committee Board of Directors, with approval given by the Executive Committee to the basic plans.

ARTICLE VIII – Executive Director

Section 1 – Powers and Duties

The Executive Director shall have such powers and duties as Directors assign. The Executive Director shall be an ex-officio member of all Standing Committees.

Section 2 – Authority

The Executive Director shall have general supervision, direction and control of the business and of the day-to-day affairs of the Corporation. The Executive Director shall report and be responsible to the College President, and shall receive direction from the ~~Board of Directors and the Executive Committee~~ *Executive Committee and the Board of Directors*.

ARTICLE IX – Financial Matters

Section 1 – Board of Directors

The Board of Directors, through the Executive Committee, may accept on behalf of the Corporation any contribution, gift bequest, or device for the general purposes, or for any special purpose of the Corporation or College.

Section 2 – Funds

All funds of the Corporation shall be deposited to the credit of the Corporation in federally insured institutions such as banks, trust companies, or any other federally insured depositories or instruments as the Board of Directors or Executive Committee may select.

In addition, investments may be directed and approved by the Board of Directors, or Executive Committee as delegated by the Board of Directors, in additional instruments that are consistent with the California Community Education Code, Title 5 of the Administrative Codes, other California and Federal laws, and the auxiliary organization agreement held between the Corporation and the College.

Section 3 – Withdrawals

Withdrawals from all Corporation bank or investment accounts shall require two signatures as designated in a corporate resolution as adopted by the Executive Committee. Individuals shall retain authorization to sign for withdraws until that authorization is removed by a subsequent corporate resolution, or until the individual is no longer a member of the Executive Committee, whichever comes first.

Section 4 – Audit

There shall be an annual audit of the affairs of the Corporation by a Certified Public Accountant or firm of Certified Public Accountants selected by the College, who shall furnish a report to the Board of Directors and shall prepare such Federal and State tax returns and reports for filing by the Corporation.

Section 5 – Fiscal Year

The fiscal year of the Corporation shall begin on July 1 and end on June 30.

Section 6 – Investment

Investments of the Corporation shall be recommended by the Investment and Finance Committee and approved by the Executive Committee.

ARTICLE X – Conflict of Interest

Non member of the Board of Directors shall be financially interested in any contract or other transaction entered into by the Board of Directors. Any contract or transaction entered into in violation of this Article is void. No Director may utilize information obtained by reason of the Board membership for personal gain, and the Board of Directors may recover any such gain realized. Each Director will be responsible for executing annually a Conflict of Interest Statement.

ARTICLE XI - Amendments

These bylaws may be amended by the affirmative vote of a majority of the Board of Directors of the Corporation entitled to vote at any regular meeting or special meeting of the Board.

ARTICLE XII – Parliamentary Authority

The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with the bylaws, State and Federal Laws and Codes, and any special rules of order the Corporation has adopted.

ARTICLE XIII – Legal Authority

Unless otherwise superseded by Federal or State authority or by legally binding agreement between the Corporation and the Mt. San Jacinto Community College District, these bylaws shall stand as written and amended as the bylaws of the Corporation. Should there be any conflict between these bylaws and Federal or State law or code or with the legally executed agreement between the Corporation and the College District, the laws, codes and/or agreement shall be the final authority. Should any section or portions of these bylaws be found unenforceable, the remaining sections and/or portions of these bylaws shall remain in effect until altered through the appropriate procedures as described above.

CERTIFICATION OF SECRETARY

I, the undersigned, do hereby certify that I am duly elected and acting Secretary of the Mt. San Jacinto College Foundation of the foregoing bylaws, comprising fourteen (14) pages, constitutes the bylaws of said Corporation as duly originally adopted at a meeting of the Board of Directors here for duly held on June 7, 1983, revised on September 12, 1989, revised on May 19, 1994, revised on June 21, 1997, revised on July 19, 2001, and revised June 16, 2011.

IN WITNESS WHEREFORE, I hereunto submitted my name and affixed the seal of said Corporation the **16** day of **June 2011**.



Secretary

Bylaws approved by Foundation
Board of Directors: 6/7/83, 9/21/89,
5/19/94, 6/21/97, 7/19/01, 6/16/11.