



BYLAWS

ARTICLE I Offices

Section 1. Principal Office. The principal office of SANTA ROSA JUNIOR COLLEGE FOUNDATION shall be in the City of Santa Rosa, County of Sonoma, State of California.

Section 2. Other Offices. The Foundation shall also have offices at such other places, either within or without the State of California, as the Board of Directors may from time to time designate.

ARTICLE II Mission/Purpose

We inspire investment in higher education to provide life-changing opportunities for all SRJC students, their families, and the community we share.

ARTICLE III Directors

Section 1. All the corporate powers and the business and affairs of the Foundation shall be exercised by or under the authority of the Board.

Section 2. Composition. The number of directors shall not exceed twenty with the exception of directors who have been awarded the status of Emeritus. Composition shall always include the Superintendent/President of the Sonoma County Junior College District, the District's Vice President of Finance and Administrative Services and one member of the Board of Trustees. The SRJC Foundation Executive Director shall support the activities of the Board.

Section 3. Emeritus Director. A former member of the board of directors who has completed their service of at least three 3 year terms and continues to be associated with the Foundation, and approved by a majority of the Board as an on-going adviser, shall be deemed an Emeritus Director and a non-voting member of the Board.

Section 4. Elections. Directors shall be elected by a majority vote of all of the directors. Directors elected to fill vacancies arising for any reason other than the expiration of terms shall hold office for the balance of the unexpired term of their predecessor and until a successor is elected, or until the office becomes vacant. The Board shall elect new directors from among the nominees recommended by the Nominating Committee.

Section 5. Resignation, Removal, and Vacancies. Any director may resign at any time by giving a written notice to the Chair or Vice Chair of the Foundation. Such resignation shall take effect at the time specified; and

unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective. If a director tenders their resignation, to take effect at a future time, the Board shall have the power to elect a successor to take office, at such time as the resignation becomes effective.

Any director may be removed for cause by a majority vote of all directors voting. Termination for cause means the termination of service on the Board caused by the Director's personal dishonesty, willful misconduct, any breach of fiduciary duty involving personal profit, intentional failure to perform stated duties, or the willful violation of the law, rule or regulation (other than traffic violations or similar offenses), or a final cease-and-desist order, any of which results in material loss to the Foundation. Termination for cause shall also include failure to fulfill the duties of being a Director due to lack of financial support or participation at Board and Committee meetings.

A vacancy or vacancies shall be deemed to exist in case of death, resignation, or removal of any director, or the failure of any director to attend 50 percent of scheduled Board meetings within a fiscal year without reason acceptable to, a majority of the Board.

Section 6. Leave of Absence: A leave of absence for any reason may be granted by the Board to a director in good standing. The leave of absence may not exceed one year.

Section 7. Length of Service. All directors shall be eligible to serve three, three-year terms up to nine years.

Upon completion of the nine years of service, a director may be nominated to serve an additional term, at the request of the Nominating Committee with the approval of a majority of the Board.

ARTICLE IV Director Contributions

All directors of the Board are requested to make an annual donation of at least \$1,000 to the President's Circle. Directors are encouraged to make additional donations to other restricted and unrestricted focus areas. Directors are also asked to assist with the identification, cultivation, and solicitation of gifts from current and potential donors.

ARTICLE V Insurance and Liability

Section 1. Insurance: The Foundation shall be included in the District's insurance policies for all of its regular functions (XV, Master Agreement).

Section 2. Liability: The District shall maintain liability insurance and directors' liability insurance for all activities connected with the Foundation.

ARTICLE VI

Directors' Meetings and Voting Rights

Section 1. Place of Meeting. Meetings of the Board shall be held within the Sonoma County Junior College District, or at any place within or without the state as designated from time to time by resolution of the Board or by the consent of a majority of all directors.

Section 2. Meetings of Directors. Regular meetings of the Board shall be held six times a year. One of these meetings may be expanded into an annual Board Retreat. Special meetings of the Board may be called by the Chair pursuant to proper notice pursuant to Section 3, immediately below. In the event the Chair is unavailable to call such a special meeting, the Vice Chair may so call such special meeting, or if the Chair and Vice Chair are unavailable to call such special meeting, then such special meeting may be called by at least one-third of the other directors in writing.

Section 3. Notice of Meetings. All meetings of the Santa Rosa Junior College Foundation Board shall be posted in accordance with the California Open Meeting Law (The Brown Act).

Section 4. Quorum - Adjournment. The presence of one-half plus one of the current Board shall constitute a quorum for the transaction of business at meetings. In the absence of a quorum, meetings may be adjourned from time to time by the vote of a majority of the directors present, but no other business may be transacted. At any such adjourned meeting at which a quorum is present, any business may be transacted at the meeting as originally noticed. The directors present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment unless the withdrawal of enough directors occurs to leave less than a quorum.

Section 5. Consent to Meetings. The transactions of any meeting, however called and noticed and wherever held, shall be as valid as though it had occurred at a meeting duly held after regular call and notice, if a quorum be present, and if, either before or after such meetings, each of the directors not present in person gives a waiver of notice as provided in Article XII of these bylaws. Any action which, under law, may be taken at a meeting of the Board of Directors may be taken without a meeting if authorized by a writing signed by all of the directors and filed with the Secretary of the Foundation.

Section 6. Voting Rights. Each director shall be entitled to one vote, but voting rights may not be exercised by proxies.

Section 7. Organization. At every meeting, the Chair of the Board or, in their absence, the Vice-Chair shall act as Chair. The Secretary of the Foundation may act as secretary of all meetings. In the absence at any such meeting of the Secretary, the Chair of the meeting may appoint another person to act as secretary of the meeting.

ARTICLE VII

Executive Director

Section 1. The Executive Director. Reporting to the Superintendent/President of Santa Rosa Junior College, the Executive Director shall be the chief administrative officer of the Foundation, and provide staff support to the Executive Committee and the Board. The Executive Director shall direct and supervise all operations of the SRJC Foundation. The Executive Director shall hire and supervise managers and staff of the Foundation and perform other duties as may be assigned by the Superintendent/President and the Board.

ARTICLE VIII

Committees

Section 1. Standing Committees. A list of Standing Committees is included in Exhibit A, attached hereto. The SRJC Foundation Trusts shall be considered standing committees of the Board. Standing Committees may be formed and de-activated by a majority of the Board

Section 2. Notice of Meetings. All Standing Committee meetings shall be posted in accordance with the California Open Meeting Law (The Brown Act).

Section 3. Executive Committee. The Executive Committee shall be composed of the Chair of the Board, Vice Chair, Secretary, Treasurer, immediate past Chair of the Board, and two directors selected by the Chair of the Board. Except for the power to amend the Bylaws and any matters that the Board has by resolution expressly reserved for itself, the Executive Committee shall have all of the powers and authority of the Board in the intervals between meetings of the Board, subject to the direction and control of the Board. The Executive Committee shall keep written records of its proceedings and transactions. All action by the Executive Committee shall be reported to the Board at the next meeting of the Board. Such action shall be subject to revision by the Board, provided that no rights of third persons shall be affected by any such revision.

Section 4. Composition and Duties of Standing Committees. The chair of each standing committee shall be appointed by the Chair of the Board. The Treasurer of the Board shall be a member of the Investment Committee. At least one Foundation Board Director shall serve on each standing committee. Each standing committee shall make such rules and regulations as from time to time it may deem proper for its own government and for the transaction of the business of the Foundation. In addition, each standing committee shall make a report of its actions, if any, to the Board at regular intervals.

ARTICLE IX

Officers

Section 1. Definition. The Officers of the Board fill specific leadership roles and steward the major aspects of the Foundation's operations.

Section 2. Number. The Officers of the Foundation shall be a Chair of the Board, a Vice Chair, a Secretary, a Treasurer, and such other officers as may be appointed in accordance with the provisions of these bylaws.

Section 3. Election and Term of Office. The Chair and Vice Chair shall be elected by the Board at its annual meeting, shall hold the office for not more than two years or until their successor shall have been duly elected.

Section 4. Removal. Any Officer may be removed for cause by a majority vote of all directors voting. Termination for cause means the termination of service on the Board caused by the Officer's personal dishonesty, willful misconduct, any breach of fiduciary duty involving personal profit, intentional failure to perform stated duties, or the willful violation of the law, rule or regulation (other than traffic violations or similar offenses), or a final cease-and-desist order, any of which results in material loss to the Foundation. Termination for cause shall also include failure to fulfill the duties of being an Officer due to lack of financial support or participation at Board and Committee meetings.

Section 5. Resignation. Any elected officer may resign at any time by giving written notice to the Chair of the Board, or to the Vice Chair. Any such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office because of death, resignation, removal, or disqualification or any other cause, may be filled for the unexpired portion of the term by the Executive Committee, subject, however, to the approval of the Board at its next meeting.

Section 7. Chair of the Board. The Chair of the Board shall, in addition to presiding at meetings, exercise and perform such other powers and duties as may from time to time be assigned to them by the Board or prescribed by these bylaws. The Chair may also sign and execute, in the name of the Foundation, deeds, mortgages, bonds, contracts, or other instruments authorized by the Board, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these bylaws to some other officer or agent of the Foundation-

Section 8. Vice Chair. At the request of the Chair, or in their absence or disability, the Vice Chair shall perform all the duties of the Chair of the Board and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Chair of the Board.

Section 9. The Secretary. The Superintendent/President, of the Santa Rosa Junior College or their designee, shall be the Secretary of the Board and shall:

- (a) Certify and keep at the principal office of the Foundation the original or a true and correct copy of ~~its~~ these bylaws as amended or otherwise altered to date.
- (b) Keep at the principal office of the Foundation or such other place as the Board may order, an official copy of minutes of all directors' meetings with the time and place of holding and the names of those present at the meetings.
- (c) See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.
- (d) Be custodian of the records and of the seal of the Foundation and see that it is engraved, lithographed, printed, stamped, impressed upon, or affixed, to all documents the execution of which on behalf of the Foundation under its seal is duly authorized in accordance with the provisions of these bylaws.
- (e) See that the books, reports, statements, and all other documents and records, required by law are properly kept and filed.
- (f) Exhibit at all reasonable times to any director, upon application, the bylaws and minutes of proceedings of the Board of the Foundation.
- (g) In general, perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to them by the Board.

Section 10. The Treasurer. The Vice President of Finance and Administrative Services of the Santa Rosa Junior College shall be the Treasurer of the Board. The Treasurer shall:

- (a) Have charge and custody of, and be responsible for, all funds and securities of the Foundation, and deposit all such funds in the name of the Foundation in such banks, trust companies or other depositories as shall be selected by the Board.
- (b) Keep and maintain adequate and correct accounts of the Foundation's properties and business transactions, including accounting of its assets, liabilities, receipts, disbursement, gains, losses, capital and surplus.
- (c) Exhibit at all reasonable times the books of account and records to any director during business hours at the office of the Foundation where such books and records are kept.
- (d) Render a statement of the condition of the finances of the Foundation at all meetings of the Board, and a full financial report at least once annually at a regular meeting of the Board.
- (e) Receive, and give receipt for, moneys due and payable to the Foundation from any source whatsoever.

- (f) In general, perform all duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to them by the Board.
- (g) To make any books and records of the corporation available to an independent auditor chosen by the Board at its annual meeting.

ARTICLE X

Contracts, Checks, Drafts, Bank Accounts, etc.

Section 1. Contracts, etc. How Executed. Except, as in these bylaws otherwise provided, the Board may authorize any officers, or agents of the Foundation, in addition to the active and administrative officers as authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of this Foundation, and such authority may be general or confined to specific instances. Unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the Foundation by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

Section 2. Loans. No loans shall be contracted on behalf of the Foundation and no negotiable paper shall be issued in its name, unless and except as authorized by the Board. When so authorized by the Board, any officer or agent of the Foundation may effect loans and advances at any time for the Foundation from any bank, trust company, or other institution, or from any firm, corporation or individual, and for such loans and advances may make, execute and deliver promissory notes, bonds or other evidences of indebtedness of the Foundation, and when authorized as aforesaid, as security for the payment of any and all loans, advances, indebtedness, and liabilities of the Foundation, may pledge, hypothecate or transfer any and all stocks, securities and other personal property at any time held by the Foundation, and to that end endorse, assign, and deliver the same.

Section 3. Checks, Drafts, etc.. All checks, drafts, or other orders for the payments of money, notes, acceptances, or other evidence of indebtedness issued in the name of the Foundation, shall be signed by the Treasurer or Designee and a duly authorized agent, and in such manner as shall be determined by resolution of the Board. Endorsements for deposit to the credit of the Foundation in any of its duly authorized depositories may be made without counter-signature, by the Chair of the Board, or the Treasurer or Designee, or by any other officer or agent of the Foundation, to whom the Board, by resolution, shall have delegated such power, or by hand-stamped impression in the name of the Foundation.

Section 4. General and Special Bank Accounts. The Board may authorize the opening and keeping of general and special bank accounts with such banks, trust companies or other depositories as the Board may select and may make such rules and regulations with respect thereto, not inconsistent with the provisions of these bylaws and with the Articles of Incorporation of this Foundation, as they may deem expedient.

ARTICLE XI

Fiscal Year

Section 1. Fiscal Year. The fiscal year of the Foundation shall be fixed by resolution of the Board.

ARTICLE XII

Notices

Section 1. Notices, Waiver of Notice. Whenever any notice is required to be given to any director by statute or by these bylaws, whether of a meeting or for some other purpose, it may be given personally or sent to

such director by mail, or other form of written or electronic communication, charges prepaid, addressed to the director at such director's address as it is shown on the records of the Foundation, or if it is not so shown on such records or is not readily ascertainable, at the place of the principal office of the Foundation. Such communication as herein provided shall be deemed due, legal and personal notice to such director.

Whenever any notice is required to be given to any director by statute or by these bylaws, whether of a meeting or for some other purposes, a director may waive such notice in any manner and a waiver or waivers in writing, signed by the person or persons entitled to said notice, or by acceptable communication, whether given before or after the meeting or at the time at which such notice is required to be given, shall be deemed equivalent to such notice. All such waivers shall be filed with the records of the Foundation.

ARTICLE XIII Amendments

Section 1. Amendments. Any of these bylaws may be altered, amended or repealed, and new bylaws may be adopted at any meeting of the directors by a 2/3 vote of a majority of the Board present. However, no such amendment shall be effective until approved by the affirmative vote of the majority of the Board of Trustees of the Sonoma County Junior College District.

Dr. Frank Chong, Superintendent/President
Secretary
Santa Rosa Junior College Foundation

Date

Restated and Adopted: April 20, 1994
Revised: January 24, 2001
Revised: March 27, 2002
Revised: May 22, 2002
Revised: October, 29, 2012
Revised and Adopted: January 28, 2016
Revised and Adopted: January 26, 2017
Revised and Adopted: March 18, 2021
Revised and Adopted January 19, 2023

**BYLAWS
SANTA ROSA JUNIOR COLLEGE FOUNDATION**

Proposed Exhibit A

Board of Directors Standing Committees

Executive Committee

Reviews issues and matters concerning the Foundation during intervals between board meetings. Coordinates agenda items for full board meetings.

- Make-up: The Executive Committee shall be composed of the Chair of the Board, Vice Chair, Secretary, Treasurer, immediate past Chair of the Board, and two directors selected by the Chair of the Board, supported by Foundation staff.

INVESTMENT COMMITTEE

Responsibilities include oversight, selection, and retention of Investment Consultant employed to manage assets of the Foundation and provide reports to the Board of Directors.

- Make-up: Committee Chair, Board Treasurer, board members and community members, supported by Foundation staff.

PLANNING, BUDGET & AUDIT

Assists SRJC Foundation Treasurer and Executive Director in preparing annual budget for board approval. Responsibilities include recommending to the board those activities the SRJC Foundation should undertake in carrying out its mission and incorporating strategic goals set by the board.

- Make-up: Committee Chair (board member), Treasurer, board members, supported by Foundation staff