

**SAN JOSE/EVERGREEN COMMUNITY COLLEGE DISTRICT FOUNDATION**

**BYLAWS**

ARTICLE I

*Name*

The name of this Corporation shall be the SAN JOSE/EVERGREEN COMMUNITY COLLEGE DISTRICT FOUNDATION.

ARTICLE II

*Principal Office*

The principal office of this Corporation for transaction of business is located in the City of San Jose and County of Santa Clara, California, at 4750 San Felipe Road, San Jose, California 95135.

ARTICLE III

*Purpose*

The purposes of the San Jose/Evergreen Community College District Foundation are to provide supportive services and specialized programs for the general benefit of the San Jose/Evergreen Community College District, to include but not limit to receipt of gifts, property and funds to be used for the benefit of the District.

ARTICLE IV

*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 the rights and powers members would otherwise have.

ARTICLE V

*Board of Directors*

**Section 1. Number of Directors.** The Board of Directors shall consist of voting members not exceeding 25 (until changed by amendments to these Bylaws as hereinafter provided) and two (2) nonvoting members. Directors 1 and 2 shall be ex officio, nonvoting members.

**Section 2. Powers of Directors.** Subject to the provision of the California Nonprofit Corporation Law and any limitations in the Articles of Incorporation and these Bylaws, the business and 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.

**Section 3. Selection (Election) and Term of Office.** The Board of Directors shall be comprised of the below-named positions and incumbent position holders.

1. Chancellor
2. Vice Chancellor, Administrative Services
3. Immediate past President of the Board of Trustees upon election of a new president each December
4. President of the Board of Trustees as elected each December.
5. Up to twenty-three local area residents appointed by a majority of the voting membership of the Board of Directors.

The term of office for Directors #1 and #2 shall be for the period incumbents retain named positions. The term of office for Directors #3 and #4 shall be one year beginning in December after Board of Trustees' organization meeting or as long as that person is a Board of Trustees' member or officer, whichever ends first. The remaining Directors shall serve a term of four (4) years and may be reappointed once after which they may not serve on the Board for at least one year.

Should the situation arise whereby Directors #3 or #4 are unable to serve, remaining Board of Directors shall decide at that time if and how best to replace the member for the remainder of that term.

Existing Directors' terms shall be adjusted to end according to dates established by a majority vote of the Board.

**Section 4. Vacancies.**

A vacancy in a Director position because of removal, death, resignation, or otherwise, shall be filled in the same manner as the former occupant of the position was selected. Any person selected to fill a vacancy on the Board of Directors shall hold office for the unexpired term of predecessor in office, subject to the power of removal contained herein.

**Section 5. Voting.** Each voting 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 Meeting.** There shall be an annual meeting of the Board of Directors in December.

**Section 7. Meetings.** Pursuant to Government Code Section 54952, meetings of the Board of Directors are subject to the Brown Act. Meetings of the Board of Directors for any purpose or purposes shall be called at any time by the Chair. The Chair shall be required to call a meeting upon the joint request of any three (3) voting and/or nonvoting members of the Board. All meetings of the Board of Directors shall be governed by Robert's Rules of Order, including such revisions thereof as may from time to time be published except insofar as such rules are consistent with these Bylaws, with Articles of Incorporation or with applicable law.

**Section 8. Place of Meetings.** Meetings 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 at the principal office of this Corporation.

In accordance with Government Code Section 54953, any meeting of the Board of Directors may be conducted by teleconference if:

- a) The agenda is posted at each teleconference location, specifying all teleconference locations.
- b) The public has access and an opportunity to speak at each teleconference location.
- c) Votes are taken by roll call.
- d) At least a quorum of the members participate in the teleconference meeting within the district's boundaries.

**Section 9. Notice of Meetings.**

- (a) Written notice of every regular meeting shall be given to each Director at least four (4) days before each meeting. Notice may be delivered personally, by email,

or by mail to the last known address of the addressee and, if mailed, is complete upon mailing. Written 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 four (4) days 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 a detriment to this Corporation or to the District. Notice of any emergency meeting may be delivered personally, telephoned or mailed, and shall be received at least twenty-four (24) hours before the time of such meeting.

**Section 10. Open Meetings.** All meetings 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 11. Quorum.** A majority of the total number of voting Directors shall constitute a quorum for the transaction of business at any meeting.

**Section 12. Removal of Directors.** Voting Directors of this Corporation may be removed at any time by a three-quarters (3/4) vote of the total number of voting Directors.

**Section 13. Compensation.** The Directors of this corporation shall serve without compensation.

## ARTICLE VI

### *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. The Chair and Vice Chair shall serve no more than two consecutive years in their particular

office. Any Director serving as Chair under this article shall upon completion of two (2) consecutive years not serve as an officer for at least two (2) additional years.

**Section 2. Election.** The Board of Directors shall elect all officers of this Corporation for terms of two (2) years, or until their successors are elected and qualified. The election shall be held at the meeting in December. All officers shall be drawn from the Board membership.

**Section 3. 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 4. Vice Chair.** In the absence or disability of the Chair, the Vice Chair shall perform all the duties of the Chair. The Vice Chair shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

**Section 5. Secretary/Treasurer.** The Secretary/Treasurer shall assist the Chair in the preparation of agendas for the meetings, shall keep a full and complete record of the proceedings of all meeting of the Board of Directors, 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, shall provide such notices as may be necessary or proper, shall supervise the keeping of the books of this Corporation and shall discharge such other duties as pertain to the office or as prescribed by the Board of Directors.

The Secretary/Treasurer shall be the chief financial officer of this Corporation, and if so required by the Board of Directors, shall give a bond for the faithful discharge of duties in such sum and with such surety as the Board of Directors shall deem appropriate. The Secretary/Treasurer shall submit an annual report to the Board within 90 days after each fiscal year, ending June 30. In case of the absence or disability of the Secretary/Treasurer or Secretary/Treasurer's refusal or neglect to act, such notices may be provided by the Chair, the Vice Chair or by any person thereunto authorized by the Chair or Vice Chair, or by the Board of Directors.

## ARTICLE VII

### *Defense and Indemnification*

This Corporation shall defend any Director who is a party 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 acted in good faith and in a manner 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.

## ARTICLE VIII

### *Conflict of Interest*

No Director shall be financially interested in any contract or other transaction entered into by the Board of Directors, and any contract or transaction entered into in violation of this is void. No Director may utilize information obtained by reason of Board membership for personal gain, and the Board of Directors may recover any such gain realized.

## ARTICLE IX

### *Amendment of Bylaws*

These Bylaws may be amended at any regular meeting of the Board of Directors by a two-thirds (2/3) vote of the total voting membership of the Board, providing that the amendment has been submitted in writing.

CERTIFICATE OF SECRETARY/TREASURER  
of  
SAN JOSE/EVERGREEN COMMUNITY COLLEGE DISTRICT FOUNDATION  
*A California Nonprofit Public Benefit Corporation*

I hereby certify that I am the duly elected and acting Secretary/Treasurer of said Corporation and that the foregoing amended Bylaws comprising six (6) pages, constitute the Bylaws of said Corporation as duly adopted at a meeting of the Board of Directors thereof, held April 10, 2008.



Ronald Root  
Secretary/Treasurer