

**AMENDED AND RESTATED BY-LAWS  
RIVERSIDE COMMUNITY COLLEGE DISTRICT FOUNDATION**

**Article One  
Principal Office**

**Section 1.01           Principal Office**

The principal office for the transaction of business of Riverside Community College District Foundation (hereinafter “the Corporation”) is fixed and located at Riverside City College, Alumni House, 3564 Ramona Dr., County of Riverside, State of California, 92506. The Board of Directors may at any time change the location of the principal office from one location to another in this county.

**Article Two  
Membership**

**Section 2.01           Members**

There shall be one class of members of the Corporation, each of whom shall have one vote and shall be called Directors.

**Section 2.02           Qualification of Voting Members**

The Directors of the Corporation shall be the persons who from time to time constitute the Board of Directors of the Corporation. Vacancy caused by death, resignation, or removal of a Director automatically terminates him/her as a Director of the Corporation.

**Section 2.03           Liabilities of Directors**

No person who is now has been or who later becomes, a Director of the Corporation shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors of the Corporation shall look only to the assets of the Corporation for payment.

**Section 2.04           Compensation**

Directors shall not receive any stated salaries for their services.

## **Article Three**

### **Meeting of Directors**

#### **Section 3.01 Place of Meeting**

All meetings of Directors shall be held at the principal office of the Corporation or any other place within or without the State of California which may be designated by the Board of Directors.

#### **Section 3.02 Time of Meetings**

##### **(a) Annual Meetings**

The annual meeting of the Board of Directors shall be held between the dates of May 1 and June 30 of each year at such time and place as is designated by the Board of Directors. At such meetings, Officers and Directors shall be elected, reports of the affairs of the Corporation shall be considered, and any other business may be transacted which is within the power of the Directors.

##### **(b) Regular Meetings**

Regular meetings of the Board of Directors, in addition to annual meetings, may be held at such day, hour and place as shall be determined by the Board. There shall be a minimum of four (4) meetings per year.

##### **(c) Special Meetings**

Special meetings of the Board of Directors shall be called by the Secretary of the Corporation upon the request of the President of the Corporation or two (2) of the members of the Board of Directors.

#### **Section 3.03 Notice of Meeting**

Notice of any meeting of the Board of Directors shall be given by sending by ordinary mail, email, or fax to each director at his last known address at least five (5) days prior to such meeting, a notice signed by the secretary setting forth the purpose, place, and time of such meeting.

The attendance of a Director at any meeting constitutes a waiver of notice, except if a Director attends a meeting for the express purpose of objecting to the transaction of business at the meeting because the meeting is not lawfully called or convened.

**Section 3.04 Quorum**

One-third (1/3) of the Directors in office shall constitute a quorum of the Board for the transaction of business. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number be required by law. The Directors present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum.

**Section 3.05 Proxies**

Every person entitled to vote or execute consents shall have the right to do so either in person or through one or more other Directors authorized by a written proxy executed by such person and filed with the secretary of the Corporation.

**Section 3.06 Adjourned Meetings and Notice Thereof**

Any Directors' meeting, annual, regular or special, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of Directors which are either present in person or represented by proxy. When any Directors' meeting, either annual, regular, or special, is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Except as provided above, it shall not be necessary to give any notice of an adjournment at the meeting at which such adjournment is taken.

**Section 3.07 Action Without Meeting**

Any action which may be taken at a meeting of the Directors may be taken without a meeting if authorized by a writing signed by all Directors, and filed with the Secretary of the Corporation.

**Article Four  
Directors**

**Section 4.01 Powers**

Subject to limitations imposed by law or the Articles of Incorporation, all corporate powers 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 these general powers, the Board of Directors shall have the following specific powers:

- (a) To select and remove all the other officers, agents, and employees of the Corporation, prescribe such powers and duties for them as may be consistent with law, the Articles of Incorporation, or by the By-Laws, fix their compensation, and require from them security for faithful service;

- (b) To create an Executive Committee composed of the President and one or more additional Directors elected by the Board of Directors;
- (c) To conduct, manage, and control the affairs and business of the Corporation, and to make rules and regulations consistent with law, the Articles of Incorporation, or the By-Laws; and
- (d) To borrow money and incur indebtedness for the purposes of the Corporation, and for that purpose to cause to be executed and delivered, deeds of trust, mortgages, pledges, or other evidence of debt and securities.

**Section 4.02            Number of Directors**

The authorized number of Directors of the Corporation shall be not less than nine (9) nor more than twenty-seven (27) until changed by amendment of the Articles of Incorporation or by a By-Law duly adopted by the members amending this section; provided that in no event may the authorized number of Directors be less than three (3). The exact number of directors shall be fixed, within these limits, by formal action of the Board duly noted in its minutes.

- (a) The Chancellor of Riverside Community College District has the right to attend and participate at all meetings of the Board, except when the Board enters executive session, but shall have no voting powers.
- (b) The Presidents of Riverside City College, Norco College, and Moreno Valley College have the right to attend and participate at all meetings of the Board, except when the Board enters executive session, but shall have no voting powers.
- (c) Other categories of non-voting participant may be established by the discretion of the Board of Directors.

**Section 4.03            Election and Term of Office**

- (a) The term of office of each Director of the Corporation shall be three (3) years or until his successor is elected at the annual Meeting of the Corporation in the year such terms expire. Directors shall not serve more than two consecutive terms. A Director who has served two consecutive full terms of three years each may return to the Board at least one year after leaving the Board. If the President of the Board is serving his/her last year of the second term of service, the term may be extended one year to facilitate his/her service as Immediate Past President. If the President-Elect of the Board is serving his/her last year of the second term of service, the term may be extended one year to facilitate his/her service as President. Directors not elected at the

Annual meeting may be elected at any regular or special meeting.

**Section 4.04 Vacancies**

- (a) Vacancies in the Board of Directors may be filled by a vote of the majority of the remaining Directors, though less than a quorum, or by a sole remaining Director, and each Director so elected shall hold office until his successor is elected at an annual, regular, or special meeting of the Directors.
- (b) A vacancy in the Board of Directors shall be deemed to exist in the case of the death, resignation or removal of any Director, or if the authorized number of Directors is increased, or if the Directors fail, at any annual, regular, or special meeting of Directors at which any Director is elected, to elect the full authorized number of Directors to be voted for at that meeting.
- (c) The Board of Directors may declare vacant the office of a Director if he is declared of unsound mind by an order of court, convicted of a felony, if within sixty (60) days after notice of his election he does not accept the office either in writing or by attending a meeting of the Directors, or missed three (3) meetings without a valid excuse approved by the Executive Committee.

**Section 4.05 Removal**

An individual Director may be removed from office by a two-thirds vote of the authorized number of current Directors as shown by the nonprofit Corporation's records.

**Article Five  
Executive Committee**

**Section 5.01 Executive Committee**

The Executive Committee shall be composed of the President, Vice President, Secretary, Chairs of the Finance Committee, Resource Development Committee, Planned Giving Committee, and Scholarship Committee. The Executive Committee may also include the Immediate Past President.

**Section 5.02 Powers**

The Executive Committee, when the Board of Directors is not in session, shall have and exercise

such of the authority of the Board of Directors in the management of the Corporation as is delegated to it by the Board of Directors; provided, however, the power to adopt, amend, or repeal By-Laws may not be so delegated.

**Section 5.03            Tenure**

Each member of the Executive Committee shall hold office until the next annual meeting of the Board of Directors following election and until a successor as a member of the Executive Committee is elected, unless such director shall sooner resign or be removed.

**Section 5.04            Meeting**

Meetings of the Executive Committee shall be called by the Secretary upon the request of the President of the Corporation or two (2) of the members of the Executive Committee.

**Section 5.05            Notice**

Notice of any such meeting shall be given by sending by ordinary mail, email or fax to each member at his last known address at least three (3) days prior to such meeting, a notice setting forth the purpose, place, and time of such meeting. The attendance of Executive Committee members at an Executive Committee meeting constitutes a waiver of notice, except if the member attends a meeting for the express purpose of objecting to the transaction of business at the meeting because the meeting is not lawfully called or convened.

**Section 5.06            Quorum**

A majority of the Executive Committee entitled to vote shall constitute a quorum for the transaction of business at any meeting of the Executive Committee.

**Section 5.07            Manner of Acting**

The act of a majority of the Executive Committee present shall be the act of the Executive Committee.

**Section 5.08            Resignation and Removal**

Any member of the Executive Committee may at any time resign by giving written notice to the President or Secretary of the Corporation and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any member of the Executive Committee may be removed from office by a two-thirds vote of the authorized number of current Directors as shown in the nonprofit Corporation's records. Replacement of any such removed Executive Committee member shall be at the recommendation of the remaining members of the Executive Committee, with final approval by a two-thirds vote of the authorized number of current Directors as shown in the nonprofit Corporation's records.

**Section 5.09            Procedures**

The President shall preside at meetings of the Executive Committee. The Executive Committee may adopt its own rule of procedure which shall not be inconsistent with these By-Laws.

**Article Six  
Officers**

**Section 6.01            Number**

The officers of the Corporation shall be a President, a Vice President, and a Secretary.

**Section 6.02            Election**

The Officers of the Corporation, except such officers as may be appointed in accordance with the provisions of Sections 6.03 or 6.05, shall be elected at the annual meeting of the Board of Directors, and each shall hold office until resignation, removal or a successor is elected.

**Section 6.03            Other Officers**

The Board of Directors may appoint, and may empower the President to appoint officers to operating committees as the business of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the By-Laws or as the Board of Directors may from time to time determine.

**Section 6.04            President**

The President shall be the chief executive officer of the Corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and officers of the Corporation. The President shall preside at all meetings of the directors. The President shall have the right to attend and participate at all meetings of the operating committees, as prescribed in section 7.02, but shall have no voting powers. The President shall have the general powers and duties of management usually vested in the office of President of a Corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors.

**Section 6.05            Vice President**

In the absence or disability of the President, the Vice President shall perform all the duties of the President, and when so acting shall have all the power of, and be subject to all the restrictions upon the President. The Vice President shall have such other powers and perform such other

duties as may be prescribed by the Board of Directors.

**Section 6.06            Secretary**

- (a)    The Secretary shall attend all meetings of the Board of Directors and the Executive Committee, and shall keep, or cause to be kept, at the principal office or such other place as the Board of Directors may order, a book of minutes of all such meetings, with the time and place of holding, whether regular or special and if special, how authorized, the notice thereof given, the names of those present at Directors' or committee meetings and a record of the proceedings of such meetings.
- (b)    The Secretary shall keep, or cause to be kept, at the principal office of the Corporation, a Membership Register showing the names and addresses of Directors.
- (c)    The Secretary shall give, or cause to be given, notice of all the meetings of the Board of Directors required by these By-Laws to be given, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors. The Secretary shall keep in safe custody or cause to keep, the seal of the Corporation and, when authorized by the Board of Directors, shall affix the same to any instrument requiring it and, when so affixed, it shall be attested by signature of the Secretary.

**Section 6.07            Executive Director**

The Executive Director shall be the chief executive officer of the Corporation. The Executive Director is an employee of the Riverside Community College District, so designated by the Chancellor of the Riverside Community College District and not an officer elected or appointed by the Board of Directors. Subject to policies established by the Board of Directors and the Riverside Community College District, the Executive Director shall have general supervision, direction and control of the business and affairs of the Corporation. The Executive Director shall be authorized to sign, along with the Secretary or any other properly authorized officer of the Corporation, any instruments which the Board of Directors have authorized to be executed, except in the case where the execution thereof shall be expressly delegated by the Board of Directors, these Bylaws or by Riverside Community College District policy. He or she shall serve as an advisory member of all Board Committees and shall have such other powers and duties as may be prescribed by the Board of Directors and accepted by the Executive Director.



## **Article Seven**

### **Operating Committees**

#### **Section 7.01            Appointment**

The Board of Directors may from time to time authorize the creation of boards, committees, funds, or councils; may determine whether or not the members of such bodies must be selected from within or without the Directors of the Corporation; and, to the extent permitted by law, may invest such bodies with such powers and duties as it deems necessary. The Board of Directors may designate the members of such bodies or may authorize the President and/or any other officer or officers of the Corporation to designate the members of such bodies.

#### **Section 7.02            Committees**

- (a) The committees of the Corporation shall be: Finance, Resource Development, Planned Giving, Scholarship, Audit, and Nominating. Committee chairs must be active members of the Board of Directors. Committees may include both members and non-members of the Board of Directors.
- (b) Nominating Committee. The Nominating Committee shall be composed of the Secretary as the Chair and four members of the Board.
- (c) Finance Committee. The Finance Committee shall cause to be maintained adequate and correct accounts of the proprieties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The Finance Committee shall oversee the treasury functions of the Corporation which shall be performed by the Chief Financial Officer. The Chief Financial Officer is an employee of the Riverside Community College District, so designated by the Chancellor of the Riverside Community College District and not an officer elected or appointed by the Board of Directors. The Chief Financial Officer shall deposit or cause to be deposited all monies and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors. The Chief Financial Officer shall render or cause to be rendered to the President, Board and/or Finance Committee, whenever they request it, an account of all transactions and the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors, and accepted by the Chief Financial Officer.

- (d) Audit Committee. The Audit Committee shall submit the accounts for audit by an independent firm.

**Section 7.03                    Tenure, Procedure and Notice**

Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until his successor is appointed, unless sooner removed. Meetings of an operating committee may be called by the President, the chairman of the committee or a majority of the committee members. Notice may be given at any time and in any manner reasonably designed to inform the members of the time and place of the meeting. Unless otherwise provided in the resolution of the Board of Directors approving the appointment of the members of the committee, a majority of the whole committee shall constitute a quorum. Except as may otherwise be specifically provided by the Board of Directors, operating committees shall report to the Board of Directors, via the President or committee Chair. Each committee may adopt its own rules of procedure which shall not be inconsistent with the terms of its creation or these By-Laws.

**Article Eight  
Miscellaneous**

**Section 8.01                    Inspection of Corporate Books**

- (a) The books of account and minutes of proceedings of the Board of Directors and of the Executive Committee shall at all reasonable times be open to inspection upon the written demand of any Director at any reasonable time and for a purpose reasonable related to his interest as a Director and they shall be exhibited at any reasonable time and for a purpose reasonably related to his interest as a Director. Such inspection may be made in person or by an agent or attorney, and shall include the right to have a copy of said documents. Demand of inspection other than at a Directors' meeting shall be made in writing to the President or Secretary of the Corporation.
- (b) The Corporation shall keep in its principal office for the transaction of business the original and a copy of these By-Laws as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by the members at all reasonable times during office hours.
- (c) Every Director shall have the right, at any reasonable time, to inspect all books, records, and documents of every kind, and the physical properties of the Corporation.

**Section 8.02 Corporate Seal**

A corporate seal shall be provided and adopted by the Board of Directors.

**Section 8.03 Construction and Definitions**

Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the California General Non-profit Corporation Law shall govern the construction of these By-Laws.

**Section 8.04 Singular and Plural; Gender**

Unless the context requires otherwise, words denoting the singular may be construed as plural and words of the plural may be construed as denoting the singular. Words of one gender may be construed as denoting another gender as is appropriate within the context. The word *or* when used in a list of more than two items may function as both a conjunction and a disjunction as the context requires or permits.

**Section 8.05 Headings of Articles, Sections, and Subsections**

The headings of Articles, Sections, and Subsections used within the By-Laws are included solely for the reader's convenience and reference. They have no significance in the interpretation or construction of this agreement.

**Article Nine  
Amendments**

**Section 9.01 Vote on Amendments**

These By-Laws may be amended, amended and restated in their entirety, or repealed and new By-Laws adopted by the vote of a majority of the members of the Board of Directors at any Directors' meeting and said notice shall include a copy of the proposed amendment unless said voting is unanimously waived or said amendment unanimously adopted as provide for at meetings of Directors and members herein.

**Section 9.02 Record of Amendments**

Whenever an amendment or new By-Law is adopted, a copy of said amendment or new By-Law shall be placed with the original By-Laws. If any By-Law shall be repealed, the fact of the repeal with the date of the meeting at which the repeal was enacted or written assent was filed shall be stated in the Corporation records and filed with the original By-Laws.

Adopted: 10/25/1975

Revised: 12/18/1985  
09/16/2008  
11/16/2010  
02/17/2015

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