

Bylaws of the College of the Siskiyou Foundation

ARTICLE I – OFFICES

The principal office for the transaction of the business of the Foundation is hereby fixed and located at: **COLLEGE OF THE SISKIYOU**, 800 College Avenue, Weed, CA 96094

ARTICLE II - BOARD MEMBERS

Section 1: POWERS

Subject to limitations of the Memorandum of Understanding, of the bylaws, and of the State of California as prescribed by the bylaws, all Foundation 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. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board Members shall have the foregoing powers, to wit:

First -- To select and remove all the other officers, agents, and employees of the Foundation, prescribe such powers and duties for them as may not be inconsistent with the law, with the Memorandum of Understanding, or the bylaws, and require from them security for faithful service.

Second -- To conduct, manage, and control the affairs and business of the Foundation, and to make such rules and regulations therefore not inconsistent with law, or with the Memorandum of Understanding, or the bylaws, as they may deem best.

Third -- To change the principal office for the transaction of the business of the Foundation from one location to another within the same county; and to adopt, make and use a Foundation Seal, and to alter the form of such Seal from time to time.

Fourth -- To borrow money and incur indebtedness for the purposes of the Foundation, and to cause to be executed and delivered therefore, in the Foundation name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation's or other evidences of debt and securities therefore.

Section 2: NUMBER

The authorized number of board members shall be not more than 30, with the exact number of board members to be fixed, within such limits, by the Foundation Board; provided, however, that the number of authorized board members shall not be reduced if such reduction would cause the removal of any board member prior to the expiration of such board member's term of office.

Section 3: CLASSES OF MEMBERS

Appointed Board Members. Appointed board members are elected by the Foundation Board and have all the rights in accordance with the bylaws.

District Designated Board Members. The District designated board members shall be a District Trustee acting as principal contact to the District Board of Trustees, College President acting as principal advisor, College Vice President of Administration acting as Treasurer, College Foundation Director acting as Secretary. District designated board members may vote and have all the rights accorded by the bylaws and Memorandum of Understanding.

Constituent Representative Board Members. One designated representative each from the following areas will serve for their constituency: Classified, Faculty, Administrative Support Management (ASM). Designated constituent representatives will serve as board members who may vote and have all the rights accorded by the bylaws and Memorandum of Understanding.

Emeritus Board Members. Upon retirement from the Board, emeritus status may be requested. Emeritus Board members may serve on committees; attend board meetings and participate in any Foundation event; but do not have voting rights.

Section 4: TERM

Each appointed board member shall hold office for a term of four years, the first year being a one-year trial period. After evaluation by the Board Governance Committee, a Board Member may be asked to serve another term.

Section 5: SELECTION OF APPOINTED BOARD MEMBERS

- a. The Board Governance Committee shall recommend to the Executive Committee not less than thirty (30) days preceding the annual meeting a list of nominees to be elected as members of the Board of Directors.
- b. The Board of Directors may fill vacancies for the unexpired term of an elected member between annual meetings as recommended by the Board Governance Committee to the Executive Committee.
- c. In addition to any nomination made by the Board Governance Committee, nominations may be made by other board members at the annual meeting at which the Foundation Board considers nominees recommended by the Board Governance Committee. If more than one name is submitted the Board shall, if needed, vote by secret ballot to fill the position.
- d. The Foundation shall have a Board of Directors elected in accordance with its bylaws and Memorandum of Understanding with the District. Membership shall include a District Trustee acting as principal contact to the District Board of Trustees, College President acting as principal advisor, the College Vice President of Administration acting as Treasurer or designee, and the Foundation Director acting as Secretary.

Section 6: VACANCIES

Vacancies in the appointed membership of the Foundation Board occurring other than by expiration of a board member's term shall be filled in the same manner as set forth in Section 4 of this Article except that the appointment of the Board Governance Committee, the recommendation of the Board Governance Committee to the Foundation Board, the recommendation of the Foundation Board shall be made as soon as reasonably possible after such vacancy occurs. A board member so appointed shall hold office for the unexpired term of the board member whom he/she succeeds.

Section 7: REMOVAL

- a. An appointed board member may be removed at any time, either with or without cause, by an affirmative vote of at least a majority of the board members then in office. A board member will be removed from the board after three (3) consecutive absences from regular board meetings without a Leave of Absence notice on file with the Foundation Office.
- b. Minutes will reflect the three categories: Present, excused and absent. Directors are expected to notify the Executive Director or President prior to absences from regularly scheduled board meetings. If a Director has three consecutive, unexcused absences from regularly scheduled board meetings, the Board may take any of the following actions:
 - i. Remove the Director from the Board
 - ii. Offer the Director a leave of absence for a period of time specified by the Board.

Section 8: LEAVE OF ABSENCE

A leave of absence is a period of time specified by the Board, not to exceed six (6) months. Board members may request one leave of absence per term. Leave of absence may only be requested in the case of unavoidable circumstances (i.e. health, family emergency, etc.) and will be approved by the Board or Executive Committee.

Section 9: FILING ADDRESS

Each board member shall file with the Secretary, or Foundation staff designee, an address to which all notices shall be directed until change of address notice has been given by him/her in writing.

Section 10: NO COMPENSATION

The board members shall serve without compensation but may be reimbursed for reasonable and necessary expenses incurred in the conduct of the Foundation's affairs, with the approval of the Foundation Executive Committee.

Section 11: LIABILITY

Foundation board members will be covered by the District liability insurance policy.

ARTICLE III - OFFICERS

Section 1: OFFICERS

The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The President cannot serve concurrently as Secretary or Treasurer.

Section 2: SELECTION AND TERM OF OFFICE

- a. All officers shall be elected at a meeting of the Foundation Board held at the first regular meeting of the calendar year and the term of office shall be for one year commencing on the first day of the month next succeeding their election and until their successors are elected and qualified unless such officer resigns or is removed or otherwise disqualified to serve prior to the expiration of such term.
- b. The same person can serve no more than two consecutive full terms as President.
- c. The Board Governance Committee shall recommend to the Foundation Board at the last regular meeting of each calendar year the names of the persons nominated to

- serve for the succeeding year as President and Vice-President.
- d. The Board Governance Committee may meet and confer either in person, by telephone, email or by mail and, in its deliberations the Board Governance Committee shall consider comments and suggestions made by other members of the Foundation Board.
 - e. At the first regular meeting of each calendar year, the Foundation Board shall elect the officers. At such meeting, as part of the election process, 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 (1) nominee for any office, the nominee receiving the greatest number of votes for a particular office on the first ballot shall be elected to fill the respective office.
 - f. If more than one person is nominated for any office, the election for that office shall be by secret written ballot. If only one person is nominated for any office, such secret written ballot is not required.

Section 3: REMOVAL OR RESIGNATION

Any officer may be removed at any time, with or without cause, by an affirmative vote of two thirds (2/3) of the Foundation board members then qualified and serving.

Any officer may resign at any time by giving written notice to the Executive Director of the Foundation or to the President of the Foundation. Any such resignation shall take effect at the time of receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4: VACANCIES

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in the bylaws for regular appointments to such office. Any person elected to fill such vacancy shall hold office for the unexpired term of the officer whom he/she succeeds.

Section 5: DUTIES OF OFFICERS

- a. President
 - Presides at Board meetings and Executive Committee meetings.
 - Ex-officio of all committees.
 - Implements policies and makes sure procedures are followed.
 - Works with Foundation Office on business transactions.
 - Performs duties as prescribed by the Office of the President, the Board of Trustees and the Foundation Board.
 - Serves as the chair of the Executive Committee.
 - Signature is required on business documents as appropriate required of the Foundation.
 - Appoints committee chairs.
 - Attends and supports all fund raising events.
 - Such other duties applicable to the office as prescribed by the adopted parliamentary authority.

One-year term, nominations are announced and elections are held at the annual meeting in January of each year.

- b. Vice President
 - Presides at Board meetings in the absence of the President.

- Serves as a member of the Executive Committee.
- Acts in the place of the President in the event of absence or disability of the President.
- Performs other duties as designated by the Office of the President, Board of Trustees and the Foundation Board.
- Attends and supports all fund raising events.
- Such other duties applicable to the office as prescribed by the adopted parliamentary authority.

One-year term, nominations are announced and elections are held at the annual meeting in January of each year. One-year term as vice-president, then assumes President's role if elected per above.

c. Secretary

- Takes or causes minutes to be taken.
- Keeps or causes minutes to be kept.
- Serves on the Executive Committee.
- Ensures the safety and accuracy of all board records.
- Reviews board minutes.
- Assumes responsibility of the chair in the absence of the board president and vice president.
- Provides notice of meetings of the board and/or of a committee when such notice is required (may be delegated to staff).
- Such other duties applicable to the office as prescribed by the adopted parliamentary authority.

Foundation Director serves as the Secretary

d. Treasurer

- Maintains knowledge of the organization and personal commitment to its goals and objectives.
- Understands financial accounting for nonprofit organizations.
- Serves as the chair of the Finance Committee.
- Manages, with the finance committee, the board's review of and action related to the board's financial responsibilities.
- Works with the executive director and the chief financial officer to ensure that appropriate financial reports are made available to the board on a timely basis.
- Presents the annual budget to the board for approval.
- Reviews the annual audit and answer board members questions about the audit.
- Such other duties applicable to the office as prescribed by the adopted parliamentary authority.

VP Administrative Services serves as the Treasurer

ARTICLE IV- MEETINGS

Section 1: REGULAR MEETINGS

Regular Meetings of the Foundation Board shall be held quarterly. Three shall be held at College of the Siskiyous on a date designated by the President of the Foundation and the fourth may be designated at some other place. One of these meetings shall be an annual retreat at the place designated in the notice of meeting. Notice of the time and place of such meetings shall be emailed to each member of the Foundation Board at least five (5) days prior to the

date of such meeting at his/her last known place of business or residence as filed with the Secretary.

Section 2: ANNUAL MEETINGS

The first meeting of the calendar year shall be the annual meeting.

Section 3: SPECIAL MEETINGS

Special Meetings may be called at any time by the President or by any three (3) members of the Foundation Board. Written notice of the time and place of a Special Meeting shall be (I) emailed to each board member at least twenty-four (24) hours prior to the time of holding such meeting, or (II) email or mailed to each member, not less than forty-eight (48) hours prior to the holding of such meeting, at his/her last known place of business or residence as filed with the Secretary, or Foundation staff designee. Special Meetings of the Foundation Board shall be held at the place designated in the notice of meeting.

Section 4: QUORUM

One more than one-half of the number of board members then in office must be present to constitute a quorum for the transaction of business.

Section 5: ACTION WITHOUT MEETING

Any action required or permitted to be taken by the Board under California State law may be taken without a meeting if all members of the Foundation Board shall individually or collectively reply (yes, no, abstain) in writing to such action (can be by email). If no response is received within three days, votes will be tallied subject to quorum provision in Section 4. Such written consent or consents shall have the same effect as a vote of the Foundation Board and shall be filed with the minutes of the proceedings of the Board. Any certificate or other document filed under any provision of the California State law which relates to actions so taken shall state that the action was taken by unanimous written consent of the Board without a meeting and that these bylaws authorize the board members to so act.

Section 6: TELEPHONE MEETINGS

Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Participation in meetings pursuant to this section constitutes presence in such meetings.

Section 7: BROWN ACT

All Board and Standing Committees are subject to the rules of the Brown Act. Excluded will be ad hoc committee meetings.

ARTICLE V - EXECUTIVE COMMITTEE

Section 1: MEMBERS

The membership of the Executive Committee shall consist of the following: Foundation President, Vice President, immediate Past President; Treasurer, Secretary, Foundation Executive Director, College Superintendent/President, Chairs of Standing Committees which

shall be recertified annually, and ex-officio non-voting staff members.

Section 2: PURPOSE

The Executive Committee may transact such business as falls within the written, adopted policies of the Foundation, as may be necessary between scheduled Board meetings. Business that is deemed to be outside the written, adopted policies shall be presented to the next Regular Foundation Board Meeting with appropriate recommendations.

Section 3: MEETINGS

- a. Executive Committee shall meet at least four times per year, at a time and place designated by the President of the Board. Special Meetings may be called by the president or any two members of the committee, and such meetings shall be held at the time and place designated by the person or persons calling the meeting.
- b. Notice of the time and place of meetings shall be delivered to each committee member personally, by mail or email at least seven (7) days prior to any such meeting.

Section 4: QUORUM

- a. One more than one-half of the number of Executive Committee Members then in office must be present to constitute a quorum for the transaction of business. Every act or decision made by a majority of the members present at a meeting duly held at which a quorum is present shall be regarded as the act of the Executive Committee, unless a greater number is required by law or by the Memorandum of Understanding.
- b. In the absence of the quorum, the Committee shall transact no business, except as otherwise expressly provided by these bylaws, in the Memorandum of Understanding, or by law and the only motion the president shall entertain is a motion to adjourn.

ARTICLE VI - COMMITTEES

Section 1: BOARD STANDING COMMITTEES

- a. **Executive Committee.** There shall be an Executive Committee composed of all officers, the immediate past president, committee chairs, Foundation Executive Director, College Superintendent/ President and ex-officio non-voting staff members. For the duties of the Executive Committee refer to the standing rules of the Executive Committee attached hereto.
- b. **Investment & Finance Committee.** There shall be an Investment & Finance Committee composed of a minimum of three members, two of which are the Board President and the Treasurer. For the duties of the Investment & Finance Committee refer to the standing rules of the Investment & Finance Committee attached hereto.
- c. **Board Governance Committee.** There shall be a Board Governance Committee composed of a minimum of three members, one of which is the Board President. For the duties of the Board Governance Committee refer to the standing rules of the Board Governance Committee attached hereto.
- d. **Fund Development Committee.** There shall be a Fund Development Committee composed of a minimum of three members. For the duties of the Fund Development Committee refer to the standing rules of the Fund Development Committee attached hereto.
- e. **Enterprise Operations Committee.** There shall be an Enterprise Operations Committee composed of a minimum of three members. For the duties of the Enterprise Operations

Committee refer to the standing rules of the Enterprise Operations Committee attached hereto.

- f. **Scholarship Committee.** There shall be a Scholarship Committee composed of a minimum of three members. For the duties of the Scholarship Committee refer to the standing rules of the Scholarship Committee attached hereto.
- g. **Events Committee.** There shall be an Events Committee composed of a minimum of three members. For the duties of the Events Committee refer to the standing rules of the Events Committee.

The Foundation Board may create one or more committees, each consisting of two or more Board Members, to serve at the pleasure of the Board, and may dissolve such committees by majority vote.

Section 2: ALTERNATE MEMBERS

The President may appoint one or more Board Members as alternate members of any committee, who may replace any absent member at any meeting of the committee.

Section 3: AUTHORITY OF COMMITTEE

Any such committee of the Foundation Board shall have the duties and authority set forth in the standing rules of each committee provided that no such committee shall have authority to take action with respect to:

- a. The approval of any action for which the California State law requires approval of the Foundation Board.
- b. The filing of vacancies on the Foundation Board.
- c. The fixing of compensation of the Foundation Board for serving on the Board or on any committee thereof.
- d. The amendment or repeal of these bylaws or the adoption of new bylaws.
- e. The amendment or repeal of any resolution of the Foundation Board that by its express terms is not so amendable or repeatable.
- f. The appointment of committees of the Board or the members thereof.
- g. Any other action for which action by a committee is prohibited by California State law.

Section 4: AD HOC COMMITTEES

The Foundation Board or Executive Committee may, create one or more ad hoc advisory committees which may be composed of members of the Foundation Board or persons who are not members of the Foundation Board or any combination thereof. The duties of any such ad hoc committee and the purposes for which such committee is formed shall be set forth in the resolution creating such committee. Notwithstanding any provision in this Section to the contrary, any such committee shall be advisory only and shall have no authority to bind the Foundation Board or the Foundation with respect to any matter nor shall any member of any such committee who is not a member of the Foundation Board have any right to vote with respect to any action of the Foundation Board.

ARTICLE VII - PARLIAMENTARY AUTHORITY

The rules contained in the most recent edition of Robert's Rule of Order, newly revised, shall

govern the Foundation and in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Foundation may adopt.

ARTICLE VIII - AMENDMENTS TO BYLAWS

These bylaws may be amended at any meeting of the Foundation Board at which a quorum is present by two-thirds (2/3) vote of those present if the notice of such meeting included a statement regarding the proposed amendment. If the notice of such meeting did not include a statement regarding the proposed amendment, these bylaws may be amended at any meeting of the Foundation Board if (I) all members of the Foundation Board are present at such meeting, or (II) those members of the Foundation Board not present at such a meeting waive notice and consent to such amendment.

ARTICLE IX - MISCELLANEOUS

Section 1: FISCAL YEAR

The Fiscal Year of the Foundation shall be July 1 to June 30.

Section 2: INSPECTION OF FOUNDATION RECORDS

The books of accounts and minutes of proceedings of the board members or of committees of board members shall be open to inspection at any reasonable time. Such inspection may be made in person or by an agent or attorney, and shall include the right to make copies of such records.

Section 3: CHECKS, DRAFTS, ETC

All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Foundation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Foundation Board.

Section 4: BOND

The Treasurer, or the designee handling monetary funds, shall be bonded in an amount to be determined by the Foundation Board. The cost of such bond shall be an expense of the Foundation.

Section 5: CONTRACTS, ETC. HOW EXECUTED

The Foundation Board, except as in the bylaws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Foundation, and such authority may be general or confined to specific instances; and, unless so authorized by the Foundation 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 to any amount.

COS Foundation Board Adopted: August 24, 1993

Revised: 9/15/94; 1/24/01; 4/23/03; 1/31/07; 8/22/07; 2/23/13; 7/23/13; 1/20/15