

BYLAWS
CALIFORNIA STATE UNIVERSITY, DOMINGUEZ HILLS FOUNDATION
A CALIFORNIA NON-PROFIT PUBLIC BENEFIT CORPORATION

ARTICLE I

CORPORATE SEAL

Section 1. The corporate seal shall consist of a circle, having at its circumference the words CALIFORNIA STATE UNIVERSITY DOMINGUEZ HILLS FOUNDATION, and inside the circle the following words and figures: "Incorporated" and the date of the incorporation. The principal office for the transaction of the business of the Corporation is located in the county of Los Angeles, State of California.

ARTICLE II

MEMBERSHIP

Section 1. This Corporation shall have no members other than the persons constituting the Board of Directors. The persons constituting the Board of Directors, shall for the purpose of any statutory provision or rule of law relating to nonprofit corporations or otherwise, be taken to be the members of this Corporation and shall exercise all the rights and powers of members thereof.

ARTICLE III

DIRECTORS

Section 1. Except as otherwise provided in the Articles of Incorporation, the powers of this Corporation shall be vested in and exercised, its property controlled, and its affairs conducted by the Board of Directors.

Section 2. The Board of Directors shall consist of up to ten (10) members from the general public as determined by the Board of Directors and nine (9) members from the University community. The members from the University community shall include the President of the University (or his/her designee), the Vice President for Administration and Finance (or his/her designee), the Provost and Vice President for Academic Affairs (or his/her designee), the Vice President for Student Affairs (or his/her designee), two (2) faculty members appointed by the Academic Senate, two full-time Administrators (3 or 4, i.e., VP, AVP, Dean) appointed by the Board of Directors, and the President of Associated Students, Inc. In addition, the Board of Directors may appoint individuals to serve as non-voting liaisons for such term(s) as they deem appropriate. Board Liaisons serve for a one-year term and are selected to advise the Foundation Board of Directors in their areas of expertise. Liaisons can serve on Foundation Board of Directors committees and are invited to attend Board of Directors meetings as needed.

Section 3. The President, the Provost, the Vice President for Administration and Finance, the Vice President for Academic Affairs, and the Vice President for Student Affairs of the University may designate a person to serve in his/her capacity on a temporary or a

permanent basis. Designees of the President and the Vice Presidents serve at his/her pleasure.

Section 4. Directors, other than the President or his/her designee, may be removed by a two-thirds majority vote of the total present membership of the Board of Directors.

Section 5. The term of Director serving in the capacity of the University President and the University Vice Presidents shall be for the period of time he or she holds that position. Similarly, the term of the Director serving in the capacity of President of Associated Students, Inc. shall be for the period of time he or she holds that position. All other Directors shall be elected by majority of the membership of the Board to hold office for a term of two years.

Section 6. Terms of office will begin on July 1st and end on June 30th. A Director of the Board ceases to hold office upon the expiration of the term. Election will be held at the last scheduled Board meeting before July 1st. Vacancies on the Board of Directors including those by expiration of term shall be filled by nomination by the Nominating Committee, and a majority vote of the total present membership of the Board of Directors.

Section 7. The Directors shall serve without compensation.

Section 8. The Board of Directors shall have the power and duty:

- A. To cause to be kept a complete record and minutes of all their acts and proceedings and the proceedings of the Corporation.
- B. To appoint and remove officers, agents, management and other key employees, and special committees, fix their duties and compensation, and require such security for the faithful performance of their duties as may be deemed advisable.
- C. To oversee the management of the business of the Corporation, and to cause to be made for it, rules and regulations not inconsistent with the Articles of Incorporation, these Bylaws, and the laws of the State of California. At its discretion, the Board may directly manage the business of the Corporation during times it deems as essential to prevent or alleviate undue risk to the Corporation.
- D. To incur indebtedness for the conduct of business, the terms and amounts of which shall be entered in the minutes of the Board. The Secretary-Treasurer and Executive Director shall sign officially all evidences of indebtedness.
- E. To provide oversight to all officers and agents to ensure their duties as well as the duties of all Corporation employees are properly performed.
- F. To do such other acts as may be authorized by law.

Section 9. Each Director shall file with the Secretary-Treasurer an address to which all notices may be directed until notice of change of address has been given by him or her in writing.

- Section 10.** Each 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 for a purpose reasonably related to such person's interest as a Director, provided that such Director shall not have the right to inspect those books, records or documents made privileged or confidential by law. This inspection must be made by the Director in person, and the right of inspection includes the right to copy and make extracts of documents.
- Section 11.** The Corporation shall not make any loan of money or property to or guarantee the obligation of any director or officer unless approved in advance and in writing by the Attorney General.

ARTICLE IV

OFFICERS OF THE BOARD

- Section 1.** The Officers of this Board shall be the Chair, Vice Chair, Secretary-Treasurer and Executive Director. The Chair, Vice Chair, and Secretary-Treasurer shall be elected by a vote of the Board of Directors to serve a two-year term. The Executive Director shall be hired and appointed by the Board of Directors.
- Section 2.** The Chair shall be the Chair of the Board and shall perform such duties as are usually incident to the office.
- Section 3.** The Vice Chair shall act in the absence of the Chair, and shall be vested with all the powers of the Chair.
- Section 4.** The Secretary-Treasurer shall be the Clerk of the Board, and shall designate a Foundation employee suggested by the Executive Director to keep all minutes, supervise all records, and provide for an annual audit of accounts. This designee shall also record all Bylaws and amendments thereto in a book which will be kept in the principal office of the Foundation. The designee will record in that book, the dates of service of the members of the Board of Directors.
- Section 5.** The Executive Director shall be the Corporation's general manager and chief executive officer and shall supervise, direct, and carry out the programs of the Corporation in accordance with, and subject to, the direction and control of the Board of Directors. The Executive Director shall give, or cause to be given, a notice of all meetings of the Board of Directors. The Executive Director shall have such other powers and perform such other duties, as the Board of Directors shall from time to time determine, and shall serve as the duly authorized Chief Operating Officer pursuant to CSU Executive Order 1059 and any related Executive Orders that may, from time to time, supersede or augment this Executive Order.

- Section 6.** The Officers shall have the authority to, and shall discharge the duties as outlined above, until such time as the Board shall limit, enlarge, or otherwise prescribe the authority and duties of the officers.
- Section 7.** The Executive Director, may sign deeds, mortgages, bonds, contracts, or other instruments as assigned by the Board of Directors or in the normal course of business except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation or are required by law to be otherwise signed or executed by some other officer in some other manner.

ARTICLE V

INDEMNIFICATION OF DIRECTORS, OFFICERS, AND OTHER AGENTS

- Section 1.** To the fullest extent permitted by law, this Corporation shall indemnify its Directors, officers, employees, and other persons described in Section 5238(a) of the California Corporation Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any “proceedings,” as that term is used in that Section, and including any action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that Section. “Expenses,” as used in this bylaw, shall have the same meaning as in Section 5238(a) of the California Corporation Code.
- Section 2.** On written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporation Code, the Board shall promptly determine under Section 5238(e) of the California Corporation Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met, and, if so, the Board shall authorize indemnification.
- Section 3.** To the fullest extent permitted by law, and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding covered by those Sections shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of a undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.
- Section 4.** The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, employees, and other agents, against any liability asserted against or incurred by any officer, Director’s employee’s, or agent’s status as such.

ARTICLE VI

NOTICE OF OPEN MEETINGS

- Section 1.** Regular meetings of the Board of Directors shall be held at least four times per year at a place designated by the Chair.
- Section 2.** The Chair, the President of the University, the Executive Director, or any three (3) Directors, may call special meetings at any time.
- Section 3.** A written notice of all regular and annual meetings, and all special meetings when final action is to occur, shall be given to each Director at least seven (7) calendar days before each meeting. An agenda listing the matters to be considered at each such meeting shall be included in the notice for the meeting. Written notice of any special meeting where final action is not to occur shall be delivered to each Director at least twenty-four (24) hours before such meeting and shall specify the date, time, and place of the special meeting and the business to be transacted. Written notice of any meeting shall also be given to any person or medium who requests such notice in writing.
- Section 4.** All meetings of the Board of Directors shall be 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 pursuant to Education Code Section 89923.
- Section 5.** Members may participate in a meeting through use of conference telephone or electronic video screen communication provided all members participating are able to hear one another. The conduct of meetings of the Board of Directors and its committees shall be guided by, but not held to Robert's Rules of Order, and the Board may establish written policy and procedures to implement this Article.
- Section 6.** Meetings of the Executive Committee may be called for any purpose by any member of the Executive Committee. All meetings of the Executive Committee, or any committee, when acting in the capacity of, or on behalf of the Board, shall be conducted in accordance with the provisions of Education Code Sections 89920 through 89928.

ARTICLE VII

QUORUM

- Section 1.** At all meetings of the Board of Directors, a majority of the total present membership of the Board shall constitute a quorum for the transaction of business, except as may be otherwise specifically provided by statute of these Bylaws. A meeting of the Board of Directors at which a quorum is initially present may continue to transact business notwithstanding its withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

ARTICLE VIII

PROXY

Section 1. There shall be no proxy voting for the conduct of any of the business of this corporation.

ARTICLE IX

STANDING COMMITTEES

Section 1. Executive Committee

This Corporation shall have an Executive Committee, which shall be composed of the Chair, Vice Chair, and Secretary-Treasurer of the Board of Directors and an additional member of the Board of Directors elected by the Board. The fifth member shall be the Vice President for Administration and Finance. At least three (3) of the five (5) members of the Executive Committee shall be community members of the Board of Directors.

Section 2. The members of the Executive Committee shall serve for a period of up to two (2) years, or until he or she leaves the Board of Directors or ceases to be an officer, whichever is less.

Section 3. The Executive Committee shall, except when the Board is in session, have all the powers and authority of the Board in the management of the business and other affairs of the corporation and shall oversee the financial affairs, commercial services functions, and human resources matters of the Foundation, as well as its operating policies and procedures. In addition, the Committee will oversee the real estate and real property development affairs of the Foundation and will monitor the Investment Policy for the Long Term Investment Fund and review the performance of internally and externally managed funds. One member of the Executive Committee shall be elected by the Committee to serve as the liaison to the Philanthropic Foundation's Investment Committee, whose term as the liaison shall coincide with his or her term on the Executive Committee.

Section 4. A majority of the members of the Executive Committee constitutes a quorum.

Section 5. Audit Committee

This Corporation shall have an Audit Committee that meets the requirements of the Nonprofit Integrity Act of 2004. Subject to the supervision of the Board of Directors, the Audit Committee shall be responsible for recommending to the Board of Directors the retention and termination of the Corporation's independent auditor and shall confer with the auditor to satisfy its members that the financial affairs of the Corporation are in order and shall review and determine whether to accept the audit. The Audit Committee shall be composed of three (3) members consisting of one (1) Executive Committee member who is a Community Director, with the exception of the Chair and/or Secretary/Treasurer of the Board of Directors, the University Associate Vice President for Finance or delegated University finance colleague and one (1) member of the Board of Directors who is not a member of the Executive Committee. The University Associate Vice President for Finance or delegated University finance colleague shall serve as Chair of the Audit Committee.

Section 6. The members of the Audit Committee shall serve for a period of up to two (2) years, or until he or she leaves the Board of Directors.

Section 7. A majority of the members of the Audit Committee constitutes a quorum.

Section 8. Nominating Committee

This Corporation shall have a Nominating Committee, which shall nominate qualified candidates for the Board, Board committees, Board officer positions, and recommend Board members to replace outgoing Nominating Committee members. It shall be composed of the Chair of the Board of Directors, the University Vice President for Administration and Finance, and three (3) other members of the Board of Directors to be elected by the Board. At least three (3) of the five (5) members of the Nominating Committee shall be community members of the Board of Directors. The Chair of the Board of Directors shall serve as the Chair of the Nominating Committee.

Section 9. The members of the Nominating Committee shall serve for a period of up to two (2) years, or until he or she leaves the Board of Directors or ceases to be an officer, whichever is less.

Section 10. A majority of the members of the Nominating Committee constitutes a quorum.

Section 11. Other Provisions

Section 12. The Executive Director of the Foundation shall serve as a non-voting ex-officio member of all standing, temporary, and ad hoc committees created by the Board. The term of the ex-officio member serving in the capacity of the Foundation Executive Director shall be for the period of time he or she holds that position.

Section 13. The Board of Directors shall fill all vacancies on any standing committees.

Section 14. The Board of Directors shall have the authority to create and appoint temporary or ad hoc committees at its discretion and to appoint members to such committees as it may deem necessary for the conduct of its business, subject to the provision that final action by any such committees shall be retained by the Board of Directors.

ARTICLE X

FISCAL YEAR

Section 1. The fiscal year of this Corporation and Board shall begin the 1st day of July and shall terminate on the 30th day of June.

ARTICLE XI

TRANSACTIONS WITH BOARD MEMBERS

Section 1. The Corporation shall not enter into any contract or transaction that violates law, including but not limited to the Nonprofit Public Benefit Corporation Law, or any provisions governing the conduct of an organization operating as an auxiliary organization under California Education Code Sections 89900, et seq., and Title V of the California Code of Regulations, Section 42400, and et seq.

ARTICLE XII

AMENDMENT

Section 1. These Bylaws may be replaced or amended, or new Bylaws adopted, at a meeting of the Board of Directors by the affirmative vote of a majority of the current Directors present at a meeting at which a quorum shall be present, if notice of all proposed amendments, repeals, or substitution of the new Bylaws shall have been given to each member in the manner prescribed for the holding of such meetings when final action is to occur.