

**RESOLUTION TO RATIFY ACT OF THE EXECUTIVE COMMITTEE IN THE
APPROVAL OF THE REVISION OF FOUNDATION BYLAWS**

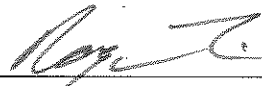
- WHEREAS,** the California State University, Dominguez Hills Foundation (the "Foundation") is a recognized auxiliary organization of The California State University (the "University") incorporated as a 501(c)3 non-profit public benefit corporation in April 1968; and
- WHEREAS,** The California Education Code identifies a narrow band of entities that have status as "auxiliary organizations." These entities include: entities designated by the Trustees; student body organizations operating under Education Code Section 89300; entities operating commercial services on a campus or other CSU property; and those entities with articles and bylaws expressing a purpose to support or benefit the CSU or one of its campuses, and with governing body members selected by either a CSU or campus official from students, faculty or staff, the Trustees or CSU staff; and
- WHEREAS,** as an auxiliary organization, the Foundation exists as a separate legal entity that operates pursuant to an Operating Agreement with the CSU Board of Trustees governed by Chapter 7, Part 55, Division 8, Title 3 (Sections 89900 et seq.) of the Education Code and Subchapter 6, Article 1, Part V (Sections 42400 et seq.) of Title 5 of the California Code of Regulations (CCR) and is governed by a Board of Directors that is responsible for the administration of the organization; and
- WHEREAS,** all activities and affairs of the corporation must be conducted and all corporate powers exercised by or under the direction of the governing board. The board may delegate management of corporate activities to any person, persons, or committee, however composed, as long as the board retains ultimate direction. This includes Amending or repealing Bylaws or any resolution with terms requiring board action to amend or repeal; and
- WHEREAS,** 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; and
- WHEREAS,** under Article IX Section 5, 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 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 shall serve as Chair of the Audit Committee;** and
- WHEREAS,** the Executive Committee on August 26, 2019 voted and approved bylaw revisions to allow the delegation of this role by the University Associate Vice President for Finance to a delegated University finance colleague; and
- WHEREAS,** the University Associate Vice President for Finance delegated the role of Audit Committee Chair and responsibilities thereof to Lorena Raymundo-Yusef, University Manager of Accounting Services.
- THEREFORE, IN CONSIDERATION OF THE FOREGOING, IT IS RESOLVED AS FOLLOWS:**
- RESOLVED,** that the Board of Directors of the Foundation recognizes the above recitals as true and correct and adopts them as findings of fact; and

RESOLVED, that the Board of Directors of the Foundation has reviewed the recommended bylaws and adopts the new language of Article IX Section 5 “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”; and

RESOLVED, that the Board of Directors hereby ratifies and affirms the action taken by the Executive Committee on behalf of the Board of Directors on August 26, 2019 to amend the Foundation bylaws and allow delegation of the Audit Committee Chair position by the University Associate Vice President; and

RESOLVED, that the Board of Directors of the Foundation accepts recommendation of the Executive Committee and hereby adopts the amendment of Article IX Section 5 of The Foundation bylaws.

Adopted this 26th day of September, 2019.



Roger von Ting, Chair
Board of Directors
CSUDH Foundation



Attest: _____

David Donell, Vice Chair
Board of Directors
CSUDH Foundation