

**RESOLUTION OF THE BOARD OF DIRECTORS ADOPTING REVISED 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 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.

**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 organizational activities to any person, persons, or committee, however, composed, as long as the board retains the ultimate direction. This includes Amending or repealing Bylaws or any resolution with terms requiring board action to amend or repeal; and

**WHEREAS,** the Foundation Board of Directors desires to amend Article III Section 2 and 3 of the current bylaws to remove the position of the Vice President of University Advancement as it's been deemed to be a conflict of interest; and

**WHEREAS,** the Foundation Board of Directors desires to further amend the bylaws in Article IV Section 4, duties of the Secretary-Treasurer to be consistent with current responsibilities.

**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 agrees with amendments set forth; and

**RESOLVED,** that this corporation shall have no members other than the persons constituting the Board of Directors. The persons representing the Board of Directors, shall for the purpose of any statutory provision or the rule of law relating to non-profit corporations or

otherwise, be taken to be the members of this corporation and shall exercise all the rights and powers of members thereof; and

**RESOLVED**, that the Board of Directors of the Foundation, having evaluated education codes, policies and procedures; and

**RESOLVED**, that 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; and

**RESOLVED**, that the Board of Directors of the Foundation accepts the recommendation of the Executive Committee on Organization and hereby adopts the amended bylaws as presented.

Adopted this 18<sup>th</sup> day of June 2020.

  
Roger von Ting (Jun 22, 2020 13:20 PDT)

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Roger von Ting, Chair  
Board of Directors  
CSUDH Foundation

  
David Donell (Jun 22, 2020 13:59 PDT)

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David Donell, Vice-Chair  
Board of Directors  
CSUDH Foundation

# Bylaw Revisions

## ARTICLE III 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), ~~the Vice President for University Advancement (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) staff member 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 Vice President for Administration and Finance, the Provost and Vice President for Academic Affairs, ~~the Vice President for University Advancement~~, 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.

## ARTICLE IV

### Section 4

~~The Secretary-Treasurer shall be the Clerk of the Board, and shall keep all minutes, shall supervise all records, and shall provide for an annual audit of accounts. The Secretary-Treasurer shall record all Bylaws and amendments thereto in a book which will be kept in the principal office of the Foundation. The Secretary-Treasurer will record in that book, the dates of service of the members of the Board of Directors.~~

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.