

RESOLUTION OF THE BOARD OF DIRECTORS APPROVING DISCONTINUATION OF THE EXECUTIVE COMMITTEE AND ADOPTING REVISED STANDING COMMITTEES (ARTICLE IX) IN 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 wishes to amend the current bylaws;
- 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 changes to the 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

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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 Organization and hereby adopts the amended Bylaws as presented.

Adopted this 28th day of June 2022.


Del L. Huff (Jun 29, 2022 17:54 PDT)

Del Huff, Chair
Board of Directors
CSUDH Foundation

Attest: 
Deborah Wallace (Jun 30, 2022 08:53 PDT)
Deborah Wallace
Board of Directors
CSUDH Foundation

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 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 they leave 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 human resources matters of the Foundation, as well as its operating policies and procedures. One member of the Executive Committee shall be elected by the Committee to serve as the liaison to the Philanthropic 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 1. 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 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 of the Finance and Investment Committee~~ and 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.

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

Section 3. A majority of the members of the Audit Committee constitutes a quorum.

Section 4. Business Innovation Committee

The Business Innovation Committee identifies opportunities for revenue that are consistent with CSUDH Foundation's mission, vision, values and benefit campus and the surrounding community. The Business Innovation Committee works with CSUDH Foundation to develop and implement the highest value, revenue generating business opportunities focusing on new business development opportunities that serve the students' needs and supports the growth of California State University, Dominguez Hills; opportunities requiring a financial investment; and opportunities that have been reviewed but rejected by other divisions. The Business Innovation Committee (BIC) identifies, evaluates, and recommends to the Board, and if approved, prioritizes Foundation recommendations for new or expanded revenue generating business initiatives and/or investment opportunities. The members of the Business Innovation Committee shall be comprised of up to five (5) members who are entitled to vote. The Business Innovation Committee will meet quarterly, but meeting frequency is subject to change depending on Foundation activities.

Section 5. The members of the Business Innovation Committee shall serve for a period of up to two (2) years, or until they leave the Board of Directors or ceases to be an officer, whichever is less.

Section 6. A majority of the members of the Business Innovation Committee constitutes a quorum.

Section 7. Finance and Investment Committee

Section 8. The Finance and Investment Committee is responsible for the oversight of policies and practices related to Foundation's financial affairs and policies, performance, and investment related to the operating funds. The Finance and Investment Committee will work with Foundation's Chief Financial Officer to evaluate and recommend policies and procedures to the Board, and if approved, monitor financial operations to ensure seamless implementation.

Section 9. The Finance and Investment Committee's responsibilities are oversight of the Foundation's annual and long-range operating budgets; ensure that timely and accurate information is presented to the Board; establishing the Foundation's investment asset allocation policy; managing asset classes; establishing the reserve spending policy; consider social issues related to investments; and communicate and educate the Board regarding investment matters. The members of the Business Innovation Committee shall be comprised of up to five (5) members who are entitled to vote. The Finance and Investment Committee will meet quarterly, but meeting frequency is subject to change depending on Foundation activities.

Section 10. The members of the Finance and Investment Committee shall serve for a period of up to two (2) years, or until they leave the Board of Directors or ceases to be an officer, whichever is less.

Section 11. A majority of the members of the Finance and Investment Committee constitutes a

quorum.

Section 12. Nominating Committee

This Corporation shall have a Nomination 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 13. The member of the Nominating Committee shall serve for a period of up to two (2) years, or until they leave the Board of Directors or ceases to be an officer, whichever is less.

Section 14. A majority of the members of the Nominating Committee constitutes a quorum.

Section 15. Other Provisions

Section 16. The Executive Director of the Foundation shall serve as an 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 17. The Chief Financial Officer of the Foundation shall serve as an ex-officio member of the Finance and Investment Committee, the Audit Committee, and all temporary and ad hoc committees relating to the financial and investment affairs of the Corporation that are created by the Board. The term of the ex-officio member serving in the capacity of the Foundation Chief Financial Officer be for the period of time they hold that position.

Section 18. The Board of Directors shall fill all vacancies on any standing committees.

Section 19. 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.
