

# **PALO VERDE COLLEGE FOUNDATION**

## **REVISED BYLAWS**

### **MISSION STATEMENT**

The mission for this organization is charitable. It concerns itself with the procurement and extension of financial aid and otherwise supports and promotes the operation, maintenance and expansion of Palo Verde College's facilities, programs, and equipment to assure the continuation of educational excellence.

### **ARTICLE I. OFFICES**

#### **Principal Office**

Section 1.01. The principal office of the Corporation for its transaction of business is Palo Verde College, One College Drive in the City of Blythe, County of Riverside, California.

#### **Change of Address**

Section 1.02. The Board of Directors is hereby granted full power and authority to change the principal office of the Corporation from one location to another in the County of Riverside, California. Any such change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws.

### **ARTICLE II. MEMBERS**

#### **Members Prohibited**

Section 2.01. The Corporation shall not have any members.

#### **Effect of Prohibition**

Section 2.02. Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board of Directors. All rights which would otherwise vest, under the Nonprofit Public Benefit Corporation law, in the members shall vest in the Directors.

### **ARTICLE III. DIRECTORS**

#### **Number**

Section 3.01. The corporation shall have no more than twenty-one (21) Directors, excluding all ex officio members defined in Section 3.05, Honorary Directors defined in Section 3.02 and Emeritus Directors defined in Section 3.03. Collectively, the Directors shall be known as the Board of Directors.

Section 3.02. Honorary Directors: The Board of Directors of the Foundation may elect honorary directors and may specify the term, up to, and including, life. Honorary directors shall be entitled to corporate membership and entitled to attend all of The Foundation Board of Director's meetings, but shall not have the right to vote on matters of business.

Section 3.03. Emeritus Directors: The Board of Directors may by election, bestow upon past members of The Foundation Board who have distinguished themselves through meritorious service to The Foundation, the title of Director Emeritus, good for life. Directors Emeritus shall be entitled to corporate membership and entitled to attend all of the Foundation Board of Directors meetings but shall not have the right to vote on matters of business.

#### Qualifications

Section 3.04. The Directors of the Corporation shall be anyone with a sincere interest and desire to assist in carrying out, promoting, and fulfilling the purposes of the corporation.

#### Term of Office

Section 3.05 a. Each elected Director shall hold office for the term of three (3) years and until a successor Director has been elected and qualified. One third of the board shall be up for election each year. The regular election of Directors and officers shall take place at the May meeting. The regular term of office shall commence on July 1.

Section 3.05 b. In addition, the following are permanent members of the Board:

- A. Palo Verde College Superintendent/President
- B. Palo Verde College Vice President of Administrative Services
- C. Associated Student Body Board of Trustee Member

Section 3.05 c. In addition, as ex officio non-voting members, the following are permanent members of the Board:

- A. The Administrative Assistant to the Superintendent/President of the PVCC District shall serve as Executive Assistant for the Foundation.
- B. The Public Information Officer for the PVCC District shall serve as the PIO/Alumni Association Director for the Foundation.

#### Nomination

Section 3.06. The Directors may be elected at any regular meeting of the Board of Directors as prescribed by Section 5.05 of these Bylaws. The candidates receiving the highest number of votes up to the number of Directors to be elected are elected. Regular full three (3) year terms shall commence on July 1. The election of a Director to fulfill an unexpired term shall commence upon election and shall run until the June 30<sup>th</sup> in the year the previous Director's term would have expired. Directors shall be eligible for reelection without limitation on the number of terms they may serve with the following exemptions:

Faculty Representative: one faculty representative is appointed as a Foundation board member every two years by the Foundation Board after reviewing recommendations provided by the Faculty Senate of the college. This is to provide rotation of faculty input as well as maintain communications between the faculty and Foundation members. The Faculty Representative Member will be designated at the annual Officer Election meeting in May of each year.

Alumni Association Representative: one or more Alumni Association representatives may be appointed as a Foundation Board member by the Foundation Board on an annual basis after reviewing recommendations provided by the Alumni Association. Member(s) will be designated at the annual Officer Election meeting in May of each year.

#### Compensation

Section 3.07. The Directors shall serve without compensation.

Section 3.08. Meetings

- A. All meetings of the Board, including without limitation, regular, adjourned regular and special meetings, shall be called, noticed, held and conducted in accordance with Robert Rules of Order Revised, with notice to each Director at least 3 days in advance.

#### Place of Meetings

- B. All meetings of the Board shall be held at the principal office of the Corporation as specified in Section 1.01 of these Bylaws or as changed from time to time as provided in Section 1.02 of these Bylaws.

#### Date and Time of Meetings

- C. A minimum of three regular meetings of the Board of Directors shall be held each year. The three regular meetings shall be spread throughout the year.

#### Quorum

- D. One-third of the authorized voting Directors present at any given meeting constitute a quorum of the Board of Directors for the transaction of business, except as hereinafter provided.

#### Transactions of Board

- E. Except as otherwise provided in the Articles, in these Bylaws, or by law, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors, provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken shall be approved by at least a majority of the required quorum for such meeting, or such greater number as is required by law, the Articles, or these Bylaws.

#### Conduct of Meetings

- F. The President, or the Vice-President, or, in their absence, any Director selected by the Directors present shall preside at meetings of the Board of Directors. The Secretary of the Corporation or, in the Secretary's absence, any person appointed by the presiding officer shall act as Secretary of the Board.

Section 3.09.

Removal of Directors

Removal for Cause

- A. The Board of Directors may declare vacant the office of a Director on the occurrence of any of the following events:
  - 1. The Director has been declared of unsound mind by a final order of court; or
  - 2. The Director has been convicted of a felony; or
  - 3. The Director has failed to attend three (3) consecutive meetings of the Board.

Removal Without Cause

- B. Any Director may be removed without cause if such removal is approved by the Board of Directors within the meaning of Section 5032 of the Corporations Code.

Resignation of Director

Section 3.10. Any Director may resign effective on giving written notice to the President, the Secretary, or the Board of Directors of the Corporation, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective. A Director shall not resign where the Corporation would then be left without a duly elected Director or Directors in charge of its affairs.

Section 3.11.

Vacancies in the Board

Cause

- A. Vacancies on the Board of Directors shall exist on the death, resignation, or removal of any Director; and whenever the number of Directors authorized is increased.

Filling Vacancies

- B. Vacancies on the Board of Directors may be filled by a majority of the Directors then in office, whether or not less than a quorum, or by a sole remaining Director.

Scholarship Grants

Section 3.12. Should the Board of Directors elect to establish a fund for the purpose of making scholarship and non-scholarship awards, then the Board shall adopt policy for the awarding and disbursement of such.

**ARTICLE IV. OFFICERS**

## Number and Titles

Section 4.01. The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers with such titles and duties as shall be determined by the Board and as may be necessary to enable it to sign instruments. The President is the general manager and Chief Executive Officer of the Corporation. Any number of offices may be held by the same person except that neither the Secretary nor the Chief Financial Officer/Treasurer shall serve concurrently as the President.

## Appointment

Section 4.02. The officers of the Corporation, with the exception of the Secretary and Treasurer, shall be chosen by and shall serve at the pleasure of the Board of Directors, subject to the rights, if any, of an officer under any contract of employment. Such term shall be for one year, but may be renewed for a maximum of two successive one year terms.

## Section 4.03.

## Duties of Officers

### President

A. The President shall

1. Be the general manager and Chief Executive Officer of the Corporation and shall, subject to the control of the Board of Directors, have supervision, direction, and control of the business and affairs of the Corporation.
2. Preside at all meetings of the Board of Directors.
3. Perform all duties incident to the office of President and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors.
4. Be authorized to exercise any right to vote or execute a proxy to vote shares of stock, any bonds, debentures, or other evidences of indebtedness of, any other corporation or corporations owned or possessed by the Corporation.

### Vice President

B. In the absence of the President, or in the event of the President's inability or refusal to act, the Vice President shall:

1. Perform all the duties of the President and when so acting shall have all the powers of, and be subject to all the restrictions on, the President.
2. Have such other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

Secretary

- C. The Superintendent/President of the PVCC District shall appoint the Secretary of the Corporation. The Secretary shall:
1. Keep or cause to be kept at the principal office of the Corporation, or such other place as the Board of Directors may order, a book of minutes of all meetings of the Board of Directors.
  2. Perform such other and further duties as may be required by law or as may be prescribed or required by the Board of Directors.

Treasurer

- D. The Superintendent/President of the PVCC District shall nominate the Treasurer of the Corporation. That nominee shall serve upon approval annually by the Board. The Treasurer shall:
1. Keep and maintain in written form or in any other form capable of being converted into written form, adequate and correct books and records of account of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses. The books and records of account shall at all times be open to inspection by any Director of the Corporation.
  2. Deposit all monies and other valuables in the name of and to the credit of the Corporation with such depositories as may be designated by the Board of Directors.
  3. Disburse the funds of the Corporation as ordered by the Board of Directors,
  4. Render to the President and Directors, on request, an account of all such officer transactions as Chief Financial Officer, and of the financial condition of the Corporation.
  5. Perform such other and further duties as may be required by law or as may be prescribed or required from time to time by the Board of Directors or these Bylaws.

Resignation and Removal of Officers

Section 4.04. Any officer may resign at any time on written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party. Officers may be removed with or without cause at any meeting of the Board of Directors by the affirmative vote of a majority of all the Directors.

## **ARTICLE V. STANDING COMMITTEES**

### **Membership**

**Section 5.01** The chair of each of the Standing and Special Committees shall be a member of the Board of Directors, appointed by the President of the Foundation Board and ratified by the full Board. Such appointment shall be for the term of one year, commencing on July 1, but may be renewed for a maximum of two successive one year terms. Members of the Standing and Special Committees shall be appointed by the Chair of those Committees and (except for the Nominating Committee) may include individuals who are non-board members. All Standing and Special Committees shall have at least three (3) members.

### **Executive Committee**

**Section 5.02** The Executive Committee is composed of the Officers of the Foundation as listed in Section 4.01 as well as Palo Verde College Superintendent/President. The Executive Committee may act for the Board of Directors when specifically authorized by the Board of Directors or the bylaws. Unless otherwise prescribed by the Board of Directors, regular meetings of the Executive Board shall be held at such time and places as determined by the Board President.

### **Finance/Budget Committee**

**Section 5.03** The Foundation Treasurer shall be the chair of the Finance/Budget Committee. This committee is responsible for developing the program required to acquire capital and other funds needed to fulfill the College mission. It shall prepare for approval by the full Board of Directors, an annual operating budget. This budget is to be presented to the Board of Directors at the beginning of each fiscal year. It is also responsible for providing fiscal year-end financial statements for approval by the full Board of Directors.

### **Investment Committee**

**Section 5.04** The Investment Committee shall be responsible for managing the Board approved Investment Policy. It has the responsibility for managing the endowment portfolio of the Corporation, providing the prudent investment of all assets, in a manner to assure maximum benefit, with protection provided by appropriate and adequate safeguards. Additionally, it shall be the responsibility of this committee to work closely with the Scholarship Committee and the Donor Endowment/Gift Committee to ensure Donor Gifts and Endowments awards are tracked and awarded appropriately. A formal report will be made to the Board annually, summarizing activities and results of investments.

### **Nominating Committee**

**Section 5.05** Only Directors of the Foundation are eligible for appointment to the Nominating Committee. This committee shall be responsible for nomination of Directors for the Foundation Board for the annual election or whenever a vacancy occurs as well as nomination of an annual slate of officers. The nominating committee for the election of officers will be appointed in January of each year.

### Public Relations Committee

Section 5.06 The Public Relations Committee shall provide access to the community to communicate the philosophy, purpose and program of the Foundation in the most understandable manner.

### Scholarship Committee

Section 5.07 The Scholarship Committee shall be responsible for administering and managing the Scholarship Policy and presenting an annual award summary to the full Board of Directors for approval. Additionally, it shall be the responsibility of this committee to work closely with the Investment Committee and the Donor Endowment/Gift Committee to ensure Donor Gifts and Endowment awards are tracked and awarded appropriately.

### Donor Endowment/Gift Committee

Section 5.08 Donor Endowment/Gift Committee is responsible for administering and managing the Donor Gift and Endowment Policy. It shall prepare for approval by the full Board of Directors, an annual fiscal year-end donor gift and endowment report. It is charged with the responsibility of reviewing all gifts made to the Foundation, properly screening and accepting those gifts, and making recommendations to the Board on gift issues when appropriate. Additionally, it shall be the responsibility to this committee to work closely with the Investment Committee and the Scholarship Committee to ensure Donor Gifts and Endowment awards are tracked and awarded appropriately. The Palo Verde College Superintendent/President shall serve on this committee.

### Needles Development Committee

Section 5.09. The Needles Development Committee is responsible for promoting the goals of The Foundation within the geographic area served by the Palo Verde College's Needles Center. In furtherance of its responsibility, the committee may solicit gifts, consistent with Foundation Board policy, for The Foundation; it may make recommendations to the Board regarding the disposition of gifts or other funds targeted for the Needles Center's service area; and it shall take other actions appropriate to promoting the goals of The Foundation within the Needles Center's service area. The Chair of this committee shall be a member of the Board of Directors of The Foundation who resides within the Needles Center's service area. Committee members will be residents of the Needles Center's service area appointed in a manner consistent with the bylaws. The President of Palo Verde College and the Assistant Dean of the Needles Center shall serve as ex-officio non-voting members of this committee. The Assistant Dean of the Needles Center will serve as Secretary for the committee. The Chair will report on the committee's activities at each meeting of the Board of Directors.

### Special Committees

Section 5.10. The President of The Foundation may, from time to time, with the approval of the Board of Directors, appoint such special committees as he or she may deem necessary or expedient.



## **ARTICLE VI. MISCELLANEOUS**

### **Seal**

**Section 6.01.** The Corporation shall have a common seal containing the words "Palo Verde College Foundation."

### **Fiscal Year**

**Section 6.02.** The accounting period of this Corporation for tax and other purposes shall be on a fiscal year basis, said year to run from July 1<sup>st</sup> to June 30<sup>th</sup> the following calendar year.

### **Governing Law and Regulations**

**Section 6.03.** This Corporation is established as an auxiliary organization of Palo Verde Community College District and as such is subject to California Education Code Sections 72670 et seq an auxiliary organization implementing regulations adopted by Palo Verde Community College District pursuant to Title 5 of the California Administrative Code Section 59257.

### **Revision/Amendment of Bylaws**

**Section 6.04.** These bylaws may be amended by the affirmative vote of a majority of the quorum of the Board of Directors of the Corporation entitled to vote at any regular meeting or special meeting of the Board. Proposed amendments and/or changes must be proposed in final written form to the full board at least 30 days prior to the meeting at which the proposed amendment and/or change is voted upon.

**PALO VERDE COLLEGE FOUNDATION**  
**CERTIFICATE OF AMENDMENT OF BYLAWS**

**Certificate by Secretary of Adoption of  
Revised Bylaws by Board of Directors' Vote**

THIS IS TO CERTIFY:

That I am the duly elected, qualified and acting Secretary of the above named corporation and that the above and foregoing Revised Code of Bylaws was submitted to the Board of Directors at their meeting held on September 20, 2007 and recorded in the minutes thereof, was ratified by the vote of Board of Directors entitled to exercise the majority of the voting power of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand this 20<sup>th</sup> day of September, 2007.

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Secretary: James W. Hottois

APPROVED BY:

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President of the Board: Jill Johnson