

**PALO VERDE COLLEGE FOUNDATION
BYLAWS**

MISSION STATEMENT AND OBJECTIVES

The Palo Verde College Foundation supports educational excellence by assisting and encouraging investment in the development and growth of educational opportunities at Palo Verde Community College District. Investment in education at Palo Verde Community College is an investment in the future of Blythe and Needles, California.

The objectives of the Foundation are:

1. To advance the educational goals of Palo Verde Community College District and its students.
2. To provide scholarships, fellowships, grants, and other financial assistance to qualified students and members of the faculty of the Palo Verde Community College District, and to carry out any activities consistent with the mission of Palo Verde College;
3. To receive gifts, bequests or donations either outright or as a trustee or beneficiary of a trust; to hold, transfer, sell, invest or reinvest real property, cash stocks and bonds, and all other evidences of value for the purposes set for in subsection 1 of this paragraph;
4. To expend funds for the general welfare of the students and faculty of the Palo Verde Community College District;
5. To do any other act or thing and to engage in and carry on any other activity in any manner connected with or incidental to, or calculated to promote, assist, aid or accomplish any of the aforesaid purposes; and for the purpose of attaining or furthering the same, to exercise all or any of said powers, whether as principal agent, or otherwise, and whether alone, or with others; and to have and exercise all other rights, powers, and privileges now or hereafter belonging to or conferred upon corporations organized under the provisions of Title 1, Division 2, Part 1 of the Corporations Code of the State of California (1977);
6. Otherwise to provide aid to education supplementary to State and local tax means for the support and benefit of the Palo Verde Community College District;
7. Such other additional purposes as are set forth in the Articles of Incorporation.

ARTICLE I. NAME AND PRINCIPAL OFFICES

The name of this nonprofit corporation (hereinafter referred to as “The Foundation”) shall be the Palo Verde College Foundation.

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

Section 1.02. Change of Address - The Board of Directors is hereby granted full power and authority to change the principal office of the Foundation 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. MEMBERSHIP

Section 2.01. Members Prohibited - The Foundation is not a membership organization and is not required to have members in order to qualify as a 501(c)(3) organization.

Section 2.02. Effect of Prohibition - 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 in members, under the Nonprofit Public Benefit Corporation law, shall vest in the Directors.

ARTICLE III. DIRECTORS

Section 3.01. Number - The Foundation shall have not more than 23 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 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.

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

Section 3.04.b. All Directors, except those serving ex-officio, shall commit to raising funds annually for the Foundation, either by personal funds, fundraising, or in-kind contributions. Directors who contribute \$1,000 in personal funds shall be recognized as members of the President's Circle.

Section 3.05 a. Term of Office - Each Director shall hold office for the term of three (3) years, or until a successor Director has been elected as a replacement should the incumbent Director leave prior to the end of the three-year term. One third of the board shall be up for reelection each year. The regular election of Directors and officers shall take place at the last meeting of the fiscal year. The regular term of office shall commence on July 1.

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

- A. Palo Verde College Superintendent/President, who shall serve as the Secretary of the Board.
- B. Palo Verde College Executive Assistant to the Superintendent/President, who shall serve as the Executive Assistant for the Foundation.
- C. Palo Verde College Vice President of Administrative Services, who shall serve as the Treasurer of the Board.
- D. Palo Verde College Vice President of Instruction and Student Services.
- E. Palo Verde College Associated Student Government Board of Trustees Member.
- F. Dean, Needles Center.
- G. Executive Director, Foundation

Section 3.06. Nomination - 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 30th 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:

- A. Faculty Representative: One (1) faculty representative is appointed as a Foundation Director 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 Directors. The Faculty Representative will be designated at the annual Officer Election meeting each year.
- B. Alumni Representative: one or more Alumni Representatives may be appointed as a Foundation Director by the Foundation Board on an annual basis after reviewing recommendations provided by the Alumni Representatives.

Section 3.07.a. Compensation - Directors shall receive no compensation for their service as Directors.

Section 3.08. Meetings - All meetings of the Board, including without limitation, regular, adjourned regular and special meetings, shall be called, noticed, held and conducted in accordance with Roberts Rules of Order Newly Revised, with notice to each Director at least three (3) days in advance.

- A. **Place of Meetings** - All meetings of the Board shall be held at the principal office of the Foundation 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.
- B. **Date and time of Meetings** - A minimum of four (4) regular meetings of the Board of Directors shall be held each year. The four (4) regular meetings shall be evenly spread throughout the year.
- C. **Quorum** - 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.
- D. **Transactions of Board** - 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. 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.
- E. **Conduct of Meetings** - 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 Foundation 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

- A. **Removal for Cause**- 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, in which case the Board will attempt to notify the Director prior to taking action.

- B. Removal without Cause - 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.

Section 3.10. Resignation of Director- Any Director may resign effective upon giving written notice to the President, the Vice President, the Secretary, or the Board of Directors of the Foundation, 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 Foundation would then be left without a duly elected Director or Directors in charge of its affairs.

Section 3.11. Vacancies in the Board

- A. Cause - 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.
- B. Filling Vacancies - Vacancies on the Board of Directors may be filled by a majority of the Directors then in office, without regard to a quorum, or by a sole remaining Director.

Section 3.12. Scholarship Grants - 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

Section 4.01. Number and Titles - The officers of the Foundation 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 Chief Executive Officer of the Foundation. Any number of offices may be held by the same person except that neither the Secretary nor the Vice President of Administrative Services/Treasurer shall serve concurrently as the President.

Section 4.02. Appointment - The officers of the Foundation, except for 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 -

- A. President - The President shall:
1. Be the Chief Executive Officer of the Foundation and, as such, shall be responsible for the general supervision, direction, and control of the business and affairs of the Foundation.
 2. Preside at all meetings of the Board of Directors and Executive Committee, and shall be the primary spokesperson for the Board.

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 Foundation, 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 owned or possessed by the Foundation.
- B. Vice President - 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.
- C. Secretary - The Secretary shall:
1. Keep or cause to be kept at the principal office of the Foundation, or such other place as the Board of Directors may order, a book of minutes of all meetings of the Foundation Board, with the time and place of holding, whether regular or special, how authorized, the notice given thereof, the names of those present at the Foundation Board meetings, and the proceedings thereof.
 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.
- D. Treasurer - 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 Foundation, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses. The books and records of account shall be open to inspection by any Director of the Foundation upon request.
 2. Deposit all monies and other valuables in the name of and to the credit of the Foundation with such depositories as may be designated by the Board of Directors.
 3. Disburse the funds of the Foundation as ordered by the Board of Directors,
 4. Render to the President and Directors, on request, an account of all such transactions as Chief Financial Officer, and of the financial condition of the Foundation.
 5. Perform such other 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.
- E. Executive Director - The Executive Director shall be the Chief Operating Officer of the Foundation. The Executive Director shall:
1. Shall attend all meetings of the Board.
 2. Perform all day-to-day development-related tasks for the Foundation as indicated in the job description.
 3. Shall have such other powers and duties as prescribed by the Board

Section 4.04. Resignation and Removal of Officers - Any officer may resign at any time on written notice to the Foundation without prejudice to the rights, if any, of the Foundation 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

Section 5.01. Membership - 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.

Section 5.02. Executive Committee - 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.

Section 5.03. Finance/Budget Committee - 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 Foundation 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.

Section 5.04. Investment Committee - The Investment Committee shall be responsible for managing the Board approved Investment Policy. It has the responsibility for managing the endowment portfolio of the Foundation, 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.

Section 5.05. Nominating Committee - 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/February of each year.

Section 5.06. Public Relations Committee - 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.

Section 5.07. Scholarship Committee - 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.

Section 5.08. Donor Endowment/Gift Committee - 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.

Section 5.09. Needles Development Committee - The Needles Development Committee is responsible for promoting the goals of The Foundation within the geographic area served by the Palo Verde College 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 Dean of the Needles Center shall serve as ex-officio non-voting members of this committee. The 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.

Section 5.10. Special Committees - Special committees may be constituted through approval of the Board of Directors, Executive Committee, or by Executive Committee member(s) in concurrence with the President. Special committees are formed for a specific purpose and are granted authority to carry out that purpose. A special committee shall be advisory only and shall not bind the Foundation Board with respect to any matter nor shall any member of a special committee who is not a member of the Foundation Board have any right to vote with respect to any action of the Foundation Board.

ARTICLE VI. INDEMNIFICATION OF DIRECTORS, OFFICERS, AND OTHER AGENTS

Section 6.01. The Foundation shall, to the extent legally permissible, 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 Foundation, 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 6.02. 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 6.03. 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 Foundation before final disposition of the proceeding, on receipt by the Foundation 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 Foundation for those expenses.

Section 6.04. The Foundation 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 VII. MISCELLANEOUS

Section 7.01. Seal - The Foundation shall have a common seal containing the words “Palo Verde College Foundation”.

Section 7.02. Fiscal Year - The accounting period of this Foundation for tax and other purposes shall be on a fiscal year basis, said year to run from July 1st to June 30th the following calendar year.

Section 7.03. Governing Law and Regulations - This Foundation 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.

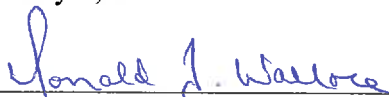
Section 7.04. Revision/Amendment of Bylaws - These bylaws may be amended by the affirmative vote of a majority of the quorum of the Board of Directors of the Foundation entitled to vote at any regular meeting or special meeting of the Board. Proposed amendments and/or changes must be proposed in final 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**

IN WITNESS WHEREOF:

I, the undersigned, Superintendent/President of the Palo Verde Community College and Secretary of the Palo Verde College Foundation, a Foundation organized and existing under the laws of the state of California, do hereby certify that the foregoing Bylaws, consisting of six articles, were duly adopted as the amended Bylaws of said Foundation on January 30, 2019, and Further, that I have hereunto subscribed my name and affixed the seal of said Foundation on this February 1, 2019.



Donald G. Wallace, Ph.D.

Superintendent/President, Palo Verde Community College District
Secretary, Palo Verde College Foundation