

SONOMA STATE UNIVERSITY
ACADEMIC FOUNDATION, INC.

BYLAWS

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Article I

Offices

Section 1. PRINCIPAL OFFICE: The principal office for the transaction of the business of the corporation is hereby fixed and located at Sonoma State University in the County of Sonoma, State of California. The Board of Directors of this corporation is hereby granted full power and authority to change said principal office from one location to another in said county. Any change of this location shall be noted by the Secretary on these bylaws opposite this section or this section may be amended to state the new location.

Article II

Directors

Section 1. NUMBER AND QUALIFICATION, QUORUM:

- a) The corporate powers of this corporation shall be vested in a Board comprised of directors from the categories listed below, and a quorum for the transaction of business shall require the presence of at least forty percent, but not less than nine of the total number of duly appointed directors, except that the directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of the Corporation.
- b) The Board of Directors shall consist of:
 - (1) The President of Sonoma State University, who shall serve as Chairman of the corporation.

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- (2) The Vice President for Development of Sonoma State University who shall serve as President of the corporation.
 - (3) An administrator of Sonoma State University designated by the President of Sonoma State University, who shall serve as Vice President/Chief Operating Officer of the corporation.
 - (4) The Vice President for Administration and Finance of Sonoma State University or other University employee competent in administrative and fiscal matters as designated by the President of Sonoma State University, who shall serve as Secretary/Chief Financial Officer of the corporation.
 - (5) At least one (1) member of the staff of Sonoma State University, recommended by the Development Office from among the staff donors to the University, and appointed by the President of Sonoma State University.
 - (6) At least one (1) member of the faculty of Sonoma State University, recommended by the Development Office from among the faculty donors to the University, and appointed by the President of Sonoma State University.
 - (7) At least one (1) student of Sonoma State University, recommended by the Development Office from among the student donors to the University, and appointed by the President of Sonoma State University.
 - (8) At least one (1) member of the alumni of Sonoma State University, recommended by the Development Office from among the alumni donors to the University, and appointed by the President of Sonoma State University.
 - (9) At least one (1) member of the community who is not staff, faculty, nor a student at Sonoma State University, recommended by the Development Office from among the donors to the University, and appointed by the President of Sonoma State University.
- c) Any person who is an employee of the corporation shall not be qualified to act as a director and any director who becomes an employee

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of the corporation shall thereupon cease to be a director and the vacancy shall be filled as provided in these bylaws.

Section 2. TENURE OF OFFICE: The tenure of office of the various directors shall be as follows:

- a) The officers of the corporation and the Vice President for Development, for such time as the person occupies the administrative office.
- b) All others for a minimum of one (1) year. The term of office shall commence at the close of the annual meeting in May of each year. Recommendations for appointment shall be forwarded to the Chairman as terms end or as vacancies occur.

Section 3. TERMINATION: Upon termination of a director's membership on the Board of Directors as in these bylaws provided, or by death, all rights of such director and member in the corporation, or its property, shall cease.

Section 4. REMOVAL OF BOARD MEMBERS: When in the judgment of a majority of the Board, a member is not fully functioning (as demonstrated by lack of attendance at meetings of the Board, noncompletion of assignments, nonparticipation on committees, etc.) except ex-officio members, the member may be censured or removed from office by a vote of a majority of the Board. A member of the Board may also be removed from office by decision of the President of Sonoma State University.

Section 5. PLACE OF MEETINGS: All meetings of the Board of Directors shall be held at the principal office of the corporation, Sonoma State University or at such other place as designated by the Chairman.

Section 6. ANNUAL AND REGULAR MEETINGS: There shall be meetings of the directors held at least quarterly, including the annual meeting which shall be held in September of each year.

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Section 7. SPECIAL MEETINGS: Special meetings of the Board of Directors, for any purpose whatsoever, may be called at any time by one of the following:

- a) Chairman of the corporation
- b) The Executive Committee of the Board of Directors

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Section 8. NOTICE OF MEETING:

- a) Notwithstanding the provisions of any other bylaw hereof, written notice of every meeting, whether annual, regular, or special, shall be given to each member at least seven (7) days before each meeting. Notice may be delivered personally or by mail to the last known address of the addressee and, if mailed, is complete upon mailing. Written notice of any meeting shall also be given pursuant to this subsection to any person who requests such notice in writing.
- b) An agenda listing the matters to be considered at each meeting shall be included in the notice for the meeting.
- c) Notwithstanding anything in this section to the contrary, the Chairman may call an emergency meeting of the Board of Directors without giving the normal notice if such meeting is necessary to discuss an unforeseen emergency condition. An emergency condition for the purpose of this subsection is any condition that, if not addressed by the Board of Directors promptly, may result in a detriment to the Board of Directors, the corporation, the institution of which this is an auxiliary organization, or the public interest.

Section 9. ADJOURNED MEETINGS: Any meeting of the Board of Directors, whether annual, regular, or special, may be adjourned from day to day or from time to time until its business is completed upon a majority vote of the directors present. In the absence of a quorum, no business other than adjournment from time to time may be transacted at any meeting of the Board of Directors.

Section 10. NOTICE OF ADJOURNED MEETINGS: When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of special meetings. When a meeting is adjourned for less than thirty (30) days, it is not necessary to give any notice of the time or place of the adjourned meeting, or of the business to be transacted thereat.

Section 11. VOTING RIGHTS: Each qualified director shall have one (1) vote, which said vote may not be cast by proxy.

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Section 12. POWERS OF DIRECTORS: Except as otherwise provided in the Articles of Incorporation or the bylaws, the powers of this corporation shall be exercised, its property controlled, and its affairs conducted by the Board of Directors.

Section 13. OPEN MEETINGS: All meetings of the Board of Directors shall be open and public and all persons shall be permitted to attend any meeting of the Board of Directors; provided however, that the Board of Directors may hold executive sessions during any meeting to consider those matters that may lawfully be considered in such sessions under California Open Meeting Laws.

Section 14. TELEPHONIC PARTICIPATION: At meetings of the Board of Directors or of the Executive Committee, members of the Board shall be permitted to participate and be counted for purposes of constituting a quorum by telephone.

Article III

Officers

Section 1. CHAIRMAN: The Chairman, or in his/her absence, the President, or in the absence of both, the Secretary/Chief Financial Officer shall:

- a) Preside at meetings of the Board of Directors.
- b) Sign all contracts and other legal instruments for the corporation.
- c) Discharge and carry out the business and affairs of the corporation and such other duties as may be required from time to time by the Board of Directors or these bylaws.
- d) Call the directors together whenever he/she deems it necessary.

Section 2. PRESIDENT: The President shall:

- a) Preside at meetings of the Board of Directors in the absence of the

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Chairman.

- b) Sign all contracts and other legal instruments for the corporation in the absence of the Chairman or when delegated by the Chairman.
- c) Perform such other duties as may be required by the Board of Directors.

Section 3. VICE PRESIDENT/CHIEF OPERATING OFFICER:

- (a) Preside at meeting of the Board of Directors in the absence of the Chairman and the President.
- (b) Sign all contracts and other legal instruments for the corporation in the absence of the Chairman and the President or when delegated by the Chairman or President.
- (c) Carry out the business and affairs of the corporation subject to the guidance of the Chairman.

Section 4. SECRETARY/CHIEF FINANCIAL OFFICER: The Secretary/Chief Financial Officer shall:

- a) As the Secretary, keep a full and complete record of the proceedings of the Board of Directors, keep the seal of the corporation and affix it to such papers and instruments as may be required in the regular course of business, make service of such notices as may be necessary and proper, supervise the keeping of the records of the corporation, and discharge such other duties of the office as prescribed by the Board of Directors or by the Chairman.
- b) As the Chief Financial Officer, receive and safely keep all funds of the corporation and deposit them in the bank or banks that may be designated by the Board of Directors, and pay out funds only on checks of the corporation signed by the Chairman, President/Chief Operating Officer, or Secretary/Chief Financial Officer, or by such officers or individuals as may be designated by the Board Directors as authorized to sign them.
- c) Discharge and carry out the business and affairs of the corporation

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subject to the guidance of the Chairman and President/Chief Operating Officer, and exercise such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

Article IV

Executive Committee

Section 1. **MEMBERSHIP:** The Executive Committee shall consist of the Chairman, the President, the Vice President/Chief Operating Officer, Secretary/Chief Financial Officer, and other such members as shall be designated by the Chairman. The Board of Directors shall have authority to delegate to the Executive Committee any of the powers and authority of the Board in the control and management of the business and affairs of this corporation, including, but not limited to, the authority to make and enter into contracts and agreements on behalf of the corporation. Fifty percent (50%) of the then members of the Executive Committee shall constitute a quorum for the transaction of business.

Section 2. **MEETINGS OF THE EXECUTIVE COMMITTEE:** Meetings of the Executive Committee may be called for any purpose by the Chairman of the Executive Committee. All meetings of the Executive Committee, when acting in the capacity of or on behalf of the Board of Directors, shall be conducted in accordance with the provisions of California Open Meeting Laws.

Article V

Restricted Funds

Section 1. The corporation may receive funds which have been earmarked for specific purposes and functions. The corporation, acting through its officers, will ensure that such funds are not commingled with other funds of the corporation, but they may be merged for investment purposes. All funds are to be used for the purpose for which they were gifted.

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Article VI

Members

Section 1. QUALIFICATIONS: The persons constituting the Board of Directors of this corporation shall be all of the members of this corporation.

Section 2. CLASSES OF MEMBERSHIP: There shall be but one class of membership and the rights, interests and privileges of each member shall be equal.

Article VII

Indemnification.

To the fullest extent permitted by law, this corporation will indemnify its directors, officers, employees, and other persons described in Corporations Code section 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the Corporation, 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 that section of the Corporation Code.

On written request to the Board by any person seeking indemnification under Corporations Code section 5238(b) or 5238(c), the Board shall promptly decide under Corporations Code section 5238(e) whether the applicable standard of conduct set forth in Corporations Code 5238(b) or 5238(c) has been met. If so, the Board shall authorize indemnification.

If the Board cannot authorize indemnification, because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the Board shall promptly call a meeting of members. At that meeting, the members shall determine under Corporations Code section 5238(e) whether the applicable standard of conduct has been met and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.

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If the members cannot authorize indemnification, because under Corporations Code section 5238(e) and 5034 the number of members who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of members who are not parties to the proceedings, indemnification may only be authorized under Corporations Code section 5238(e) by the court in which the proceeding with respect to which indemnification is or was pending, upon application made by the Corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by the Corporation. Upon such application, the court will determine whether the applicable standard of care was met.

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 this Section of these bylaws in defending any proceeding covered by this Section shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the Corporation for those expenses.

Article VIII

Amendment of Bylaws

Section 1. These bylaws may be amended or repealed and new bylaws adopted by the written consent of members entitled to exercise a majority of the voting power, or by a vote of a majority of the directors present at a meeting duly called for that purpose and at which a quorum is present; provided, however, that Sections 1 and 2 of Article II of these bylaws shall be amended or repealed only by the vote of at least two-thirds of the directors present at a meeting duly called for that purpose and at which a quorum is present.

Article IX

Fiscal Year

Section 1. The fiscal year of said corporation shall be from July 1 through June 30.

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Article X

Location and Inspection of Articles and Bylaws

Section 1. The original or a copy of the Articles of Incorporation of the corporation and of these bylaws, as currently amended, shall be kept at the principal office of this corporation within this state and the same shall be open to inspection by the members of this corporation at all reasonable times during office hours.