

**ALLAN HANCOCK COLLEGE FOUNDATION
BYLAWS**

**ARTICLE I
NAME AND PRINCIPAL OFFICE**

This nonprofit corporation shall be known as "ALLAN HANCOCK COLLEGE FOUNDATION," hereinafter referred to in the bylaws as "The Corporation."

The principal office of the corporation shall be located at 800 South College Drive, Santa Maria, California 93454-6399.

**ARTICLE II
PURPOSES**

The purposes of this corporation are:

1. to operate for the advancement of education;
2. to promote and to provide educational, cultural and recreational facilities for the Allan Hancock Joint Community College District by constructing, maintaining, and operating buildings and equipment therefore; to provide for scholarships, fellowships, grants in aid, and other financial assistance to qualified students and members of the faculty of the Allan Hancock Joint Community College District, and to carry out any activities consistent with the mission of Allan Hancock College;
3. to receive gifts, bequests or devises either outright or as trustee or beneficiary of a trust; to hold, transfer, buy, sell, invest or reinvest real property, cash stocks and bonds, and all other evidences of value for the purposes set forth in Subsection 1 of this paragraph;
4. to expend moneys for the general welfare of the students and faculty of the Allan Hancock Joint 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 aids to education supplementary to State and local tax means for the support and benefit of the Allan Hancock Joint Community College District;
7. such other additional purposes as are set forth in the Articles of Incorporation.

**ARTICLE III
NONPROFIT**

The property of the Corporation is irrevocably dedicated to educational purposes and no part of the net income or assets of this Corporation ever shall inure to or for the benefit of any director or officer of the Corporation or any other private person. Upon the dissolution or winding up of this Corporation, its assets remaining after payment (or provision for payment) of all debts and liabilities of the Corporation shall be distributed to Allan Hancock Joint Community College District (the "District") or, with the consent of the Board of Trustees of the District, to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for educational purposes and that has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE IV
MEMBERS**

This Corporation shall have no members.

**ARTICLE V
DIRECTORS**

A. The affairs of the Corporation shall be conducted and managed, and all corporate powers shall be exercised by or under the direction of its Board of Directors. Each person serving on the Board of Directors shall be referred to in these Bylaws as a "Director."

B. The number of persons authorized to serve on the Board of Directors shall be not less than fifteen (15) and not more than forty (40).

C. The Directors shall be determined, appointed, and elected as follows.

1. Two Directors shall be members of the Board of Trustees of the District, and each shall be appointed annually by the Board of Trustees of the District for a one-year term. Each such person shall serve as a Director for a one-year term or until a successor is appointed by the Board of Trustees of the District.

2. The Superintendent/President of the District and the Vice President of Business Services of the District each shall serve ex officio as a Director.

3. A full-time member of the faculty of the District, who is appointed annually by the Academic Senate of the District, shall serve as a Director for a one-year term or until a successor is appointed by the Academic Senate.

4. The remaining Directors shall be selected by the Board of Directors. Subject to Paragraph V(F), below, each such Director selected pursuant to this subparagraph (4) shall continue to serve as a Director until a successor is designated or appointed.

D. No Director shall receive any salary for services performed as a Director, but by resolution of the Board of Directors the Corporation or by prior approval of the Executive Committee may be reimbursed for the actual expenses incurred by the Director to attend a special meeting or function of the Board of Directors.

E. The removal of Directors without cause shall be governed as follows.

1. A Director who is appointed by the Board of Trustees of the District pursuant to Paragraph V(C)(1) above may be removed without cause only by such Board of Trustees.

2. A person serving *ex officio* as a Director pursuant to Paragraph V(C)(2) above may not be removed.

3. A person serving on the Board pursuant to Paragraph V(C)(3) above may be removed without cause only by the Academic Senate of the District.

4. Each other Director may be removed without cause by the Board of Directors.

F. Each of the persons selected for the Board of Directors pursuant to Paragraph V(C)(4) above shall be selected for an initial one-year term with the option of an additional approved two years, if approved by the Board of Directors. Upon completion of the term noted in the preceding sentence, said Board member may serve two additional three-year terms, if approved by the Board of Directors. No such person may serve as a Director for more than-nine (9) consecutive years. The term of office of each Director shall expire automatically at the January meeting following his/her 9th consecutive year. A person whose term has expired will be eligible for reappointment to the Board of Directors after a minimum of one year has elapsed since the expiration.

G. A vacancy shall exist on the Board of Directors in the event of the death, resignation, or removal of a Director, in the event that a person no longer is eligible to serve as a Director by reason of the nine-year limit described in Paragraph V(F) above or in the event that the number of Directors is increased in accordance with the terms of these Bylaws.

1. A vacancy occurring in a position for which a person is selected pursuant to either Paragraph V(C)(1), Paragraph V(C)(2), or Paragraph V(C)(3) above shall be filled in the manner designated in such Paragraph.

2. A vacancy occurring in a position for which a person is selected pursuant to Paragraph C(4) above shall be filled by the Board of Directors for the remainder of the term then existing for such position.

H. The Board of Directors shall have such Honorary Directors as are designated in or pursuant to this Paragraph H.

1. The Executive Director of this Corporation shall serve *ex officio* as an Honorary Director. The term of each such Honorary Director shall expire automatically when such person no longer holds such position with, respectively, the Corporation or the District.

2. An AHC student selected by the Board of Directors from three nominees submitted by the ASB president shall serve *ex officio* as an Honorary Director for one year.

3. The Board of Directors may appoint such additional Honorary Directors, and for such terms, as it deems appropriate.

4. Each Honorary Director:

a. shall be entitled to receive notice of, and attend, meetings of the Board of Directors (but the failure to give such notice shall not affect the validity of any such meeting), but shall not be counted toward the limit described in Paragraph V(B) above, shall not be counted toward the quorum requirement for meetings of Directors, and shall not be entitled to vote at such meetings;

b. shall not have any authority to bind this Corporation in any manner, except as the Board of Directors may designate from time to time by resolution;

c. may be removed without cause by the Board of Directors; and

d. shall have only those duties that are designated by the Board of Directors and accepted by the Honorary Director.

I. The Board of Directors shall have such Emeritus Directors as are designated in or pursuant to this Paragraph I.

1. An Emeritus Director is conferred on a member who time on the Allan Hancock College Foundation board has exemplified extraordinary service;

2. Each Emeritus Director:

a. shall be entitled to receive notice of, and attend meetings of the Board of Directors (but the failure to give such notice shall not affect the validity of any such meeting), but shall not be counted toward the limit described in Paragraph V(B) above, shall not be counted toward the quorum requirement for meetings of Directors, and shall not be entitled to vote at such meetings;

b. shall not have any authority to bind this Corporation in any manner, except as the Board of Directors may designate from time to time by resolution;

c. may be removed without cause by the Board of Directors; and

d. shall have only those duties that are designated by the Board of Directors and accepted by the Emeritus Director.

**ARTICLE VI
MEETINGS**

A. The annual meeting of the Corporation shall be held in Santa Maria, Santa Barbara County, during the month of July each year. Regular meetings of the Board of Directors shall be held quarterly at the time and place designated by the Board.

B. Special meetings of the Board may be called at any time by the president or by the secretary at the request of three Directors.

C. It shall be the duty of the secretary to cause notice to be given to the Directors of any meeting of the Board.

1. Meetings of the Board shall be held upon four (4) days notice by first-class mail or upon forty-eight (48) hours notice given personally or by telephone, telegraph, telex, or other similar means of communication. Each such notice shall be addressed or delivered to each director and Honorary Director at such Director's address as is shown on the records of the Corporation or as may have been given to the Corporation by the Director for purposes of notice or, if such address is not shown on such records or is not readily ascertainable, at the place at which the meetings of the Board of Directors are regularly held.

2. Notice by mail shall be deemed to have been given at the time written notice is deposited in the United States mails, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally given to the recipient or is delivered to a common carrier for transmission, or actually is transmitted to the recipient by electronic means. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or wire, to the recipient or to a person at the office of the recipient whom the person giving the notice has reason to believe will promptly communicate it to the recipient.

D. Forty percent (40%) of the number of persons appointed to serve on the Board of Directors pursuant to Article V(B) above shall constitute a quorum for the transaction of business at a meeting of the Board; provided, if such calculation results in a figure which is less than twenty percent (20%) of the minimum number of Directors authorized under Article V(B) above, then twenty percent (20%) of the minimum number of directors authorized under Article V(B) above shall constitute a quorum; provided, further, a majority of the Directors present, whether or not a quorum is present, at any meeting at which a quorum initially was present, may adjourn the meeting to another time and place. If the meeting is to be adjourned for more than twenty-four (24) hours, then notice of the adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who are not present at the time of the adjournment.

E. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors except for:

1. the creation of a Committee of the Board of Directors or the appointment of persons to serve on a Committee of the Board of Directors (which shall require the approval of a majority of the Directors then in office);

2. the approval pursuant to California Corporations Code Section 5233 of any transaction in which a Director has a material financial interest (which shall require the approval of a majority of the Directors then in office, without counting the vote of any Director having a material financial interest);

3. the approval of any transaction between this Corporation and any other entity of which a Director of this Corporation is also a Director (which shall require the vote of a majority of a quorum at a duly held meeting of the Board of Directors, without counting the vote of any such common director); and

4. the decision to indemnify a Director (which shall require the approval of a majority of a quorum consisting of Directors who are not to be provided such indemnification).

ARTICLE VII OFFICERS

A. The officers of the Corporation shall be a president, a vice-president, a secretary, a treasurer, and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint such other officers as it shall deem desirable, such officers to have the authority and to perform the duties prescribed, from time to time, by the Board of Directors. All officers are to be members of the Board of Directors.

B. The officers of the Corporation shall be elected annually by the Board of Directors at the annual meeting. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified.

C. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer removed.

D. A vacancy in any office because of death, resignation, removal, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

E. The president shall be the principal executive officer of the Corporation and shall, in general, supervise all of the business and affairs of the Corporation. He/she shall preside at all meetings of the Board of Directors. Any deeds, mortgages, bonds, stocks, contracts, or other instruments that the Board of Directors has authorized to be executed, may be executed on behalf of the Corporation only by the Superintendent/President of the District and/or the Vice President of Business Services of the District, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by the Corporation Investment Policy Statement, to some other officer of the Corporation; and in general he/she shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time.

F. In the absence of the president or in the event of his/her inability to act, the vice-president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president.

G. The secretary shall cause to be kept the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; cause to be kept the Corporate records and cause to be kept a record of the post office address of each member of the Board of Directors, which shall be furnished to the secretary by such member; and in general cause to be performed all duties incident to the office of secretary and such other duties as from time to time may be assigned to her/him by the president or by the Board of Directors.

H. The treasurer shall cause to be kept the financial records of the funds and assets of the Corporation; shall cause to be received and receipted moneys payable to the Corporation from any source whatsoever, and deposit all such funds in the name of the Corporation in such banks or other depositories as shall be selected in accordance with the provisions of Article IX of these bylaws; shall be responsible for causing to be kept all books and records or accounts of the financial transactions and affairs of the corporation; and in general cause to be performed all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to her/him by the president or by the Board of Directors.

ARTICLE VIII COMMITTEES

A. There shall be an Executive Committee consisting of the following persons: President of the Corporation; Vice-President of the Corporation; Secretary of the Corporation; Treasurer of the Corporation; Superintendent/President of the District; one or two persons serving as a Director by virtue of being a Trustee of the District (who shall be appointed to the Executive Committee by the Board of Directors); and, at the option of the Executive Committee, two additional members from the board of directors may serve on the Executive Committee. The Executive Committee shall have authority to act on behalf of the board in all employment and personnel matters affecting foundation employees. The Executive Committee shall have and may exercise all power and authority of the Board of Directors, except that the Executive Committee shall not have the power or authority to undertake any of the following actions:

1. the removal of a Director, or the filling of vacancies on the Board.
2. the amendments or repeal of Bylaws or the adoption of new Bylaws;
3. the amendment or repeal of any resolution of the Board;
4. the creation of standing and other committees of the Board without the express consent of the Board;
5. the approval of any self-dealing transaction, as such transactions are defined in Section 5233(a) of the California Non-Profit Public Benefit Corporations Law.

The Executive Committee, working in coordination with the Finance Committee, recommends the annual budget, reviews and monitors the foundation's finances and financial transactions, and provides for an annual audit.

At each meeting of the Board of Directors, the members of the Executive Committee shall report to the Board regarding all actions taken by the Executive Committee since the last prior meeting of the Board of Directors.

B. With the approval of the Board of Directors, the Executive Committee shall appoint any standing special committees.

C. The Finance Committee shall be a standing committee subject to the Brown Act. The committee shall review and recommend investment policies and actions. The treasurer of the foundation shall be the chair of the Finance Committee. The Vice

President, Business Services of Allan Hancock College shall be a member of the committee.

D. Vacancies in the membership of any committee shall be filled by the Executive Committee. Members of all committees shall serve at the pleasure of the president, except as otherwise provided herein.

E. For the Executive and Finance Committees, 50% of the whole committee shall constitute a quorum, and 40% of the whole committee shall constitute a quorum for any special committees. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

F. Each committee may adopt rules for its operation not inconsistent with these bylaws or with rules adopted by the Board of Directors.

G. Each committee will be composed of no fewer than three (3) members.

ARTICLE IX CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

A. The District administers the execution of all contracts for the foundation. Checks, drafts, or orders for the payment of money shall be signed by District employees, as may be determined by any applicable policy currently in effect or in effect at any future date.

B. All funds of the corporation shall be deposited to the credit of the corporation in such banks, savings and loan, trust companies, or other depositories as the Board of Directors may select.

C. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

ARTICLE X BOOKS AND RECORDS

A. The corporation shall keep or cause to be kept correct and complete books and records of account, and shall keep at the registered or principal office a record giving the names and addresses of the Directors entitled to vote. All books and records of the corporation may be inspected by any director for any proper purpose at any reasonable time. The Directors shall provide for an annual audit of the records and accounts of the corporation.

ARTICLE XI FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of July and end on the last day of June in each year.

**ARTICLE XII
INDEMNIFICATION**

A. To the fullest extent permitted by law, this Corporation shall indemnify its Directors, officers, employees, and other persons described in Section 5238(a) of the California Corporations 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 "proceeding," as that term is used in that Section, and including action by or in the right of any Corporation, by reason of the fact that the person is or was a person described in that Section. As used in these Bylaws, the term "expense" shall have the same meaning as is ascribed to such term in Section 5238(a) of the California Non-Profit Corporation Law.

B. On written request of the Board of Directors by any person seeking indemnification under Section 5238(a) or Section 5238(c) of the California Non-Profit Corporation Law, the Board of Directors promptly shall determine under Section 5238(a) of the California Non-Profit Corporation Law whether the applicable standard of conduct set forth in such Section 5238(b) or 5238(c) has been met. If that standard has been met, then the Board of Directors 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, then indemnification may be authorized only by the court in which such proceedings were pending, upon application made by the Corporation or the parties seeking indemnification or such party's attorney.

C. To the fullest extent permitted by law and except as otherwise determined by the Board of Directors in a specific instance, expenses incurred by a person seeking indemnification under Paragraphs XII(A) and XII(B) above in defending any proceeding covered by those Paragraphs shall be advanced by the Corporation before any final disposition of the proceeding, on receipt by the Corporation of any undertaking by or on behalf of that person that the advance will be repaid if it ultimately is determined that such person is not entitled to be indemnified by the Corporation for those expenses.

D. The Corporation shall have the power to purchase and maintain insurance to the fullest extent permitted by law on behalf of its Directors, officers, employees, and other agents, against any liability asserted against or incurred by any such Director, officer, employee, or agent in such capacity or arising out of such person's status as a Director, officer, employee, or agent.

**ARTICLE XIII
WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the General Nonprofit Corporation Law of California, or under the provisions of the Articles of Incorporation or by the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Appearance at a meeting by a member or Director shall be deemed to be a waiver of notice thereof.

**ARTICLE XIV
AMENDMENT**

These bylaws may be amended or repealed and new bylaws may be adopted by a majority of the Directors present at any regular meeting or any special meeting, if at least ten days written notice is given of intention to alter, amend, or repeal, or to adopt new bylaws at such meetings.

Updated: 04-27-2017
Updated: 01-26-2017
Updated: 07-23-2015
Updated: 02-13-2014
Updated: 10-25-2012
Updated: 11-11-2011
Updated: 04-28-2011
Updated: 02-10-2011
Updated: 05-14-2009
Updated: 02-08-2007
Updated: 05-12-2005
Updated: 10-24-2002