West Hills Community College Foundation

Bylaws

Amended: May 11, 2016

TABLE OF CONTENTS (may be revised once proposed changes are made)

ARTICLE 1 NAME AND PRINCIPAL OFFICE

Section 1.1 Name…….. 1
Section 1.2 Principal Office…… 1

ARTICLE 2 OBJECTIVE, PURPOSE AND ACTIVITIES

Section 2.1 Objective, Purpose and Activities…… 1

ARTICLE 3 BOARD OF DIRECTORS

Section 3.1 Number…….. 2
Section 3.2 Qualifications…… 2
Section 3.3 Designation of Directors and Tenure…… 2
Section 3.4 Terms of Office…… 3
Section 3.5 Resignation…… 3
Section 3.6 Removal…… 3
Section 3.7 Vacancies…….. 4
Section 3.8 Powers…… 4
Section 3.9 Duties…… 4
Section 3.10 Incurring of Indebtedness…… 5
Section 3.11 Loans and Other Agreements…… 5
Section 3.12 Compensation…….. 5
Section 3.13 Non-Liability of Directors…… 5
Section 3.14 Indemnification by Corporation of Directors, Officer, Employees and Other Agents…… 5
Section 3.15 Insurance for Corporate Agents…… 6
Section 3.16 Disqualification and Restriction Regarding Interested Directors.. 6
Section 3.17 Employment of Foundation Executive Director and Staff……. 6

ARTICLE 4 MEETINGS OF THE BOARD OF DIRECTORS

Section 4.1 Place of Meetings…… 6
Section 4.2 Organizational Meetings…… 7
Section 4.3 Regular and Annual Meetings…… 7
Section 4.4 Special Meetings…….. 7
Section 4.5 Notice of Meetings…… 7
Section 4.6 Contents of Notice…… 8
Section 4.7 Quorum for Meetings……... 8
Section 4.8 Majority Action as Board Action…… 8
Section 4.9 Adjournment…….. 8
Section 4.10 Conduct of Meetings…… 8

ARTICLE 5 MEMBERS

Section 5.1 Members…… 9

ARTICLE 6 OFFICERS

Section 6.1 Officers…….. 9
Section 6.2 Qualifications, Election, and Term of Office…… 9
Section 6.3 Removal and Resignation…….. 9
Section 6.4 Vacancies…….. 10

Section 6.5 Duties of President…….. 10
Section 6.6 Duties of Vice President…….. 10
Section 6.7 Duties of Secretary…….. 10
Section 6.8 Duties of Chief Financial Officer…… 11
Section 6.9 Duties of Executive Director……. 11

ARTICLE 7 COMPENSATION
Section 7.1 Compensation…….. 12

ARTICLE 8 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS
Section 8.1 Execution of Instruments…… 12
Section 8.2 Checks and Notes…… 12
Section 8.3 Deposits…… 12
Section 8.4 Donations, Gifts, Bequests and Devises…….. 12
Section 8.5 Statement of Investment Policy, Objectives and Guidelines…… 13

ARTICLE 9 COMMITTEES
Section 9.1 Conduct of Meetings…… 13
Section 9.2 Investment and Finance Committee…… 13
Section 9.3 Nominating Committee…… 14
Section 9.4 Ad Hoc Committees…… 14
Section 9.5 Meetings and Action of Committees…… 14

ARTICLE 10 CORPORATE RECORDS, REPORTS AND SEAL
Section 10.1 Maintenance of Corporate Records…….. 15
Section 10.2 Corporate Seal…… 15
Section 10.3 Directors' Inspection Rights…… 15
Section 10.4 Right to Copy and Make Extracts…….. 15
Section 10.5 Annual Audit – Report to District…… 16

ARTICLE 11 FISCAL YEAR
Section11.1 Fiscal Year…… 16

ARTICLE 12 AMENDMENT OF BYLAWS
Article 12.1 Amendment of Bylaws…… 16

ARTICLE 13 AMENDMENT OF ARTICLES
Section 13.1 Amendment of Articles…… 17

ARTICLE 14 PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS
Section 14.1 Prohibition Against Sharing Corporate Profits and Assets…… 17

Bylaws

West Hills Community College Foundation
A California Nonprofit Public Benefit Corporation

ARTICLE 1
NAME AND PRINCIPAL OFFICE

SECTION 1.1 NAME

The name of this organization is the West Hills Community College Foundation, hereinafter called Corporation, is an auxiliary of and operates solely pursuant to the authority provided to it by the West Hills Community College District, hereinafter called District, which is a political subdivision of the State of California.

SECTION 1.2 PRINCIPAL OFFICE

The principal office of the Corporation for the transaction of its business is located at the West Hills Community College District Office, West Hills Community College District (the "District"), 9900 Cody Street, Coalinga, California 93210.

ARTICLE 2
OBJECTIVE, PURPOSE AND ACTIVITIES

SECTION 2.1 OBJECTIVE, PURPOSE AND ACTIVITIES

This Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for Charitable purposes in accordance with California Nonprofit Public Benefit Corporation Law, California Corporations Code, Section 5110 et seq.

The specific purpose of this Corporation is to engage in the solicitation, receipt, and administration of property and, from time to time, to disburse such property and the income there from, to, or for the benefit of, West Hills College Coalinga, West Hills College Lemoore, the North District Center in Firebaugh, West Hills College NAS Lemoore and any other District affiliated learning centers that may exist within the District for cultural, educational, and community service purposes.

The activities of the Corporation shall be limited to the activities described in its Articles of Incorporation. No gains, profits or dividends shall be distributed to any of the directors or officers of the Corporation, and no part of the net earning, funds or assets of the Corporation shall inure to the benefit of any director, officer or member or to any private shareholder or individual.

ARTICLE 3
BOARD OF DIRECTORS

SECTION 3.1 NUMBER

This Corporation shall be administered by a Board of Directors consisting of a minimum of 15 persons and a maximum of 21 persons. At least sixty percent (60%) of the Board of Directors shall be Community Directors, who shall be elected pursuant to the procedures outlined in Article 3.3 (e). All business of the Corporation shall be conducted in accordance with the Ralph M. Brown Act. (Section 54950 et seq. of the California Government Code.)

SECTION 3.2 QUALIFICATIONS

The directors of the Corporation shall be residents of the State of California. Two (2) of the directors shall be Trustees of the District ("Trustee Directors"). A minimum of four (4) of the directors shall be administrative personnel or employees of the District ("Staff Directors"). A minimum of nine (9) additional directors other than the Trustee Directors and Staff Directors shall be referred to in these Bylaws as "Community Directors."

SECTION 3.3 DESIGNATION OF DIRECTORS AND TENURE

(a) Trustee Directors shall be appointed by a majority vote of the Board of Trustees of the District. Trustee Directors shall serve until the earlier of: (1) the end of his or her respective term as a Trustee of the District; or (2) until the appointment of a successor by the Board of Trustees of the District.

(b) The Chancellor of the District shall serve as a voting member of the Board of Directors and shall serve as a director so long as employment is continued in the District.

(c) The College Presidents shall serve as two (2) of the total number of Staff Directors and shall serve as a director so long as employment is continued with the District.

(d) The Vice Chancellor of Business Services shall serve as a voting member of the Board of Directors and shall serve as a director as long as employment is continued in the District.

(e) The remaining Staff Directors shall be appointed by the Chancellor of the District and shall serve until the earlier of: (1) he or she ceases to be employed by the District; or (2) until the appointment of a successor by the Chancellor. Staff Directors shall be appointed until the total number of Staff Directors and Trustee Directors constitutes at least forty percent (40%) of the total number of the Board of Directors.

(f) A minimum of nine (9) Community Directors shall be nominated and elected by the Foundation Board acting as a committee of the whole. Each director

shall cast one vote**.** Community Directors shall serve for a period of three years. Community Directors desiring to serve an additional 3 year term will be voted on by the Foundation Board at the end of each term.

(g) Affiliate Supporters shall be nominated and elected by the Foundation Board acting as a committee of the whole. To be eligible for consideration as an Affiliate Supporter a person must have served at least one three (3) year term as a Community Director. Affiliate Supporters shall be non-voting members of the Foundation Board and shall not be counted for purposes of establishing a quorum at any regular or special meeting of the Board of Directors. Affiliate Supporters may serve as a non-voting, advisory member of the Investment and Finance committee and/or the Resource Development committee and any Ad Hoc committee established by the Foundation Board. Affiliate Supporters shall serve for a period of three years. Affiliate Supporters desiring to serve an additional three year term will be voted on by the Foundation Board at the end of each term. There shall be no limit as to the number of Affiliate Supporters that may serve on the Foundation Board so long as the presence of any Affiliate Supporters at Foundation Board meetings does not unduly interfere with or detract from the function and mission of the Foundation or its Board of Directors. Affiliate Supporters may be removed by a majority vote of the Board of Directors or for cause.

(h) The Executive Director shall direct the daily operations of the Foundation and has the right to attend every board meeting, unless specifically excused by the board.

SECTION 3.4 TERMS OF OFFICE

Each director shall hold office for the term set forth in Section 3.3 above or until his or her death, resignation, disqualification or removal, whichever occurs earlier. Directors may hold subsequent terms.

SECTION 3.5 RESIGNATION

Except as otherwise provided by law, any director may resign at any time by giving written notice of such resignation to the Board of Directors.

SECTION 3.6 REMOVAL

Trustee Directors may be removed by the vote of a majority of the Trustees of the District. Staff Directors may be removed at the will of the Chancellor of the District. A Community Director may be removed by a majority vote of the Board of Directors, for cause or if a Community Director is absent and unexcused from two consecutive meetings or three nonconsecutive meetings of the Board of Directors in one year. The Board President is empowered to excuse Directors from attendance, if contacted prior to the meeting with a reason deemed adequate by the Board President.

SECTION 3.7 VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation, disqualification or removal of any director, or (2) whenever the number of authorized directors is increased.

Vacancies on the Board of Directors shall be filled in accord with Section 3.3. Provided, however, no person may serve as director until qualified in accordance with the provisions of Section 3.2. As soon as is practicable, but not later than 30 days, after the death, resignation, disqualification or removal of a Trustee Director, a meeting of the Board of Trustees of the District or by a nomination, as applicable, shall be duly called for the appointment of a successor director. Where a Staff Director has died, resigned, been disqualified or been removed, the Chancellor of the District shall appoint a successor director.

If any vacancy results in the minimum number of directors falling below fifteen (15), said vacancy shall be filled within thirty (30) days of the declaration of vacancy.

SECTION 3.8 POWERS

Subject to the provisions of the California Nonprofit Public Benefit Corporation Law, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors through the Executive Director. Activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

SECTION 3.9 DUTIES

It shall be the duty of the Board of Directors to:

(a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of the Corporation, or by these Bylaws; and

(b) Appoint and remove, employ and discharge and prescribe the powers and duties for all of the Corporation's officers and agents, unless otherwise provided in these Bylaws; and

(c) Supervise all officers and agents of the Corporation to assure that their duties are performed properly; and

(d) Meet at such times and places as required by these Bylaws; and

(e) Register their names and addresses with the Secretary of the Corporation and notices of meeting mailed, faxed or electronically sent to them at such addresses shall be valid notices thereof; and

(f) Participate in the evaluation of the Executive Director.

SECTION 3.10 INCURRING OF INDEBTEDNESS

The Board of Directors, on behalf of the Corporation and in furtherance of its proper purposes, may incur such indebtedness, may issue bonds, notes, debentures and other evidences of indebtedness of the Corporation, may secure by mortgage, transfer in trust, pledge or other encumbrance of the whole or any part of the assets of the Corporation, may establish funds and make other provisions for the payment of such indebtedness and interest thereon, and may otherwise act or enter into other agreements in connection therewith, in each case as shall be deemed necessary or appropriate by the Board of Directors.

SECTION 3.11 LOANS AND OTHER AGREEMENTS

Subject to the provisions of the California Nonprofit Public Benefit Corporation law, the Board of Directors, on behalf of the Corporation and in furtherance of its proper purposes, may make loans to, enter into leases or subleases with or otherwise enter into agreement with, any person, and may take such other collateral or other security with respect thereto and made therewith, in each case as shall be deemed necessary or appropriate by the Board of Directors.

SECTION 3.12 COMPENSATION

Directors shall serve in their capacities as directors without compensation except that any director may be reimbursed for expenses duly incurred in the performance of duties as director or officer of the Corporation, upon approval of the Board of Directors.

SECTION 3.13 NON-LIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation within the scope of performance of their duties as directors.

SECTION 3.14 INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

To the extent that a person who is or was a director, officer, employee or other agent of the Corporation has been successful on the merits in defense in any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is or was an agent of the corporation, or has been successful in defense of any claim, issue or matter therein, such person shall be indemnified against expenses actually and reasonable incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonable incurred in connection with such proceedings shall be provided by the Corporation but only to the extent allowed by, and in accordance with the requirements of the California Nonprofit Public Benefit Corporation Law, California Corporations Code, section 5238.

SECTION 3.15 INSURANCE FOR CORPORATE AGENTS

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a director, officer, employee or other agent of the Corporation) against any liability other than for violating provisions of law relating to self-dealing California Nonprofit Public Benefit Corporation Law, California Corporations Code, section 5233) arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of the California Nonprofit Public Benefit Corporation Law, California Corporations Code, section 5238.

SECTION 3.16 DISQUALIFICATION AND RESTRICTION REGARDING INTERESTED DIRECTORS

Notwithstanding any other provision of these Bylaws, no Director nor an Officer of the Corporation (or their spouses or their relatives by blood or marriage) may engage in any transaction or business relationship with the Corporation that results in such person or persons receiving an economic benefit of any kind or nature whatsoever from the Corporation which does not comply with the law of the State of California. Any such person as described above shall be deemed an interested Director or Officer.

An interested Director or Officer, or anyone with an interest as defined above that is nominated for membership on the Board of Directors, shall be disqualified and shall not be eligible to serve on the Board of Directors and their existing position on the Board of Directors shall be declared vacant by the President of the Board.

SECTION 3.17 EMPLOYMENT OF FOUNDATION EXECUTIVE DIRECTOR AND STAFF

The Foundation Executive Director and his or her staff will be employed by the West Hills Community College District.

ARTICLE 4
MEETINGS OF THE BOARD OF DIRECTORS

SECTION 4.1 PLACE OF MEETINGS

Regular and special meetings shall be held at the principal office of the Corporation unless otherwise provided by the Executive Director or at such place within the boundaries of the territory of the District over which the Corporation exercises jurisdiction subject to the exceptions provided under the Ralph M. Brown Act. Notice of such meetings shall be given in accordance with the Ralph M. Brown Act. (Section 54950 et seq. of the California Government Code.)

If, by reason of fire, flood, earthquake, or other emergency, it shall be unsafe to meet in the place designated, the meetings shall be held for the duration of the emergency at the place designated by the President of the Board or his or her designee

in a notice to the local media that have requested notice pursuant to Section 54956, by the most rapid means of communication available at the time.

SECTION 4.2 ORGANIZATIONAL MEETING

The first Board of Directors may at any time hold an organizational meeting at which the Board of Directors shall elect a President, a Vice President, a Secretary and a Chief Financial Officer and may elect such subordinate officers as they may determine, none of whom need be a director of the Corporation. Unless provided otherwise in the Articles of Incorporation of the Corporation or these Bylaws, any number of offices may be held by the same person except that neither the Secretary nor the Chief Financial Officer may serve concurrently as the President or Chairman of the Board of Directors. Notice of such a meeting shall be given in accordance with California law.

SECTION 4.3 REGULAR AND ANNUAL MEETINGS

Regular meetings of the Board of Directors shall be held at least quarterly on such date and time and at such location as is established by resolution of the Board of Directors. Notice of such meetings shall be given in accordance with the Ralph M. Brown Act. (Section 54950 et seq. of the California Government Code.)

The annual meeting of the Board of Directors shall be held during the month of August or September. The date, time and place will be determined by the Corporation President. The purpose of the annual meeting shall be for the election of officers and the transactions of other business. Notice of the annual meeting shall be given in accordance the Ralph M. Brown Act. (Section 54590 et seq. of the California Government Code.)

SECTION 4.4 SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the Executive Director, the President, the Vice President, the Secretary, or by any two directors, and such meetings shall be held at such place within the boundaries of the territory of the District over which the Corporation exercises jurisdiction subject to the exceptions provided under the Ralph M. Brown Act. (Section 54590 et seq. of the California Government Code.)

SECTION 4.5 NOTICE OF MEETINGS

At least seventy-two (72) hours before a regular meeting an agenda shall be posted containing a brief description of each item of business to be transacted or discussed at the meeting, including items to be discussed in closed session. For special meetings, notice must be given twenty-four (24) hours in advance to those who request such notice.

Notice of all meetings shall be provided to each director either by postal delivery, facsimile transmission**,** telephone**,** or electronic mail at least twenty-four (24) hours prior to such meeting. Such notices shall be addressed to each director at his or her

address, phone number**,** facsimile number or email address as shown on the books of the Corporation. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

SECTION 4.6 CONTENTS OF NOTICE

Notice of meetings shall specify the place, day and hour of the meeting as well as the Agenda for each meeting and be prepared and posted in accordance with the Ralph M. Brown Act. (Section 54950, et seq. of the California Government Code)

SECTION 4.7 QUORUM FOR MEETINGS

A quorum shall consist of fifty-one (51%) of the Board of Directors as it is constituted as of the date of such meeting. Any meeting at which a quorum is initially present may continue to do business until adjournment notwithstanding the withdrawal of Directors to leave less than a quorum. Every item acted upon or decision made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors. No proxy is permitted.

SECTION 4.8 MAJORITY ACTION AS BOARD ACTION

Every decision done or made by a majority of the directors present at a meeting at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of the Corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212 of the California Corporations Code), approval of contracts or transactions in which a director has a material financial interest (Section 5233 of the California Corporations Code) and indemnification of directors (Section 5238(e) of the California Corporations Code), require a greater percentage or different voting rules for approval of a matter by the board.

SECTION 4.9 ADJOURNMENT

A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Notice of the time and place for holding an adjourned meeting shall be in accordance with the Ralph M. Brown Act. (Section 54950 et seq. of the California Government Code).

SECTION 4.10 CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President of the Board, or, if no such person has been so designated or, in his or her absence, by the

Vice President of the Corporation or, in the absence of each of these persons, by the Executive Director, or, in the absence of the Executive Director, a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the Corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Meetings shall be governed by "Roberts' Rules of Order," as such rules may be revised from time-to-time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this Corporation, or with provisions of law.

ARTICLE 5
MEMBERS

SECTION 5.1 MEMBERS

This Corporation shall have no members other than Directors and officers.

ARTICLE 6
OFFICERS

SECTION 6.1 OFFICERS

The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Chief Financial Officer. The Corporation may also have such subordinate officers, including one or more assistant secretaries and assistant financial officers, as the Board of Directors, in its discretion, may appoint. Only directors shall be qualified to hold the office of President or Vice President. The Executive Director is an ex officio officer with no voting privileges. Any number of offices may be held by the same person except that neither the Secretary nor the Chief Financial Officer may serve concurrently as the President of the Board of Directors.

SECTION 6.2 QUALIFICATIONS, ELECTION, AND TERM OF OFFICE

Any person may serve as officer of this Corporation so long as their selection does not violate the provisions of these Bylaws. Officers shall be elected by majority vote of the Directors present at the annual meeting. Each officer shall hold office for one year, or until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first. Officers may serve consecutive terms by approval of a majority the Board of Directors, however, no officer shall hold the same office for more than three (3) consecutive terms. Newly elected officers shall assume their responsibilities immediately following the annual meeting.

SECTION 6.3 REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President, Executive Director or Secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective

SECTION 6.4 VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by a majority vote of the Board of Directors. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

SECTION 6.5 DUTIES OF PRESIDENT

The President shall be the chief executive officer of the Corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation and the activities of the officers. He or she shall perform all duties incident to his or her office 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. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time-to-time be authorized by the Board of Directors.

SECTION 6.6 DUTIES OF VICE PRESIDENT

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall 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. The Vice President shall have 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.

SECTION 6.7 DUTIES OF SECRETARY

The Secretary shall:

(a) Keep at the principal office of the Corporation; a book of minutes of all meetings of the directors, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof**.**

(b) Be custodian of the records and of the seal of the Corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the Corporation under its seal is authorized by law or these Bylaws.

(c) In general, perform all duties incident to the office of Secretary 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 assigned to him or her from time-to-time by the Board of Directors or the President.

SECTION 6.8 DUTIES OF CHIEF FINANCIAL OFFICER

The Chief Financial Officer shall have the additional title of “Treasurer.” The Chief Financial Officer shall oversee all accounts of all monies received, deposited and expended for the use of the Foundation in such depositories as shall be approved by the Board. The Chief Financial Officer shall make reports of the finances of the Foundation to the President and/or Board whenever required.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports**.**

In general, perform all duties incident to the office of Chief Financial Officer 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 assigned to him or her from time-to-time by the Board of Directors or the President.

SECTION 6.9 DUTIES OF EXECUTIVE DIRECTOR

The Foundation Executive Director shall administer the day to-day business of the Foundation in accordance with the priorities, programs, and approved budget and assume such duties as may be delegated by the Board of Directors. Certify and keep at the principal office of the Corporation the minutes of all meetings and the original copy of these Bylaws as amended or otherwise altered to date and see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Exhibit at all reasonable times to any director of the Corporation, or to his or her agent or attorney, on request therefore, the Bylaws, the minutes of the proceedings of the directors of the Corporation or the books of account and financial records.

Have charge and custody of, and be responsible for, all funds and securities of the Corporation and deposit all such funds in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors. Receive and give receipt for, moneys due and payable to the Corporation from any source whatsoever. Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements. Keep and maintain adequate and correct books of accounts of the Corporation’s properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

The Executive Director shall be responsible for reporting the various activities and other functions of the Corporation, including Board actions taken, to the District Board of Trustees.

ARTICLE 7
COMPENSATION

SECTION 7.1 COMPENSATION

Directors and Officers shall serve without compensation except that any director or officer may be reimbursed for expenses duly incurred in the performance of their duties as directors or officers of the Corporation, upon approval of the Board of Directors.

ARTICLE 8
EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 8.1 EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize the Executive Director and/or any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 8.2 CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as may be otherwise required by law, checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness of the Corporation shall be signed by one of any three positions; the Executive Director, the Chancellor, the Treasurer and countersigned by the President of the Corporation.

SECTION 8.3 DEPOSITS

All funds of the Corporation shall be deposited weekly to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

SECTION 8.4 DONATIONS, GIFTS, BEQUESTS AND DEVISES

All proffered donations, gifts, bequests and devises, the use of which are restricted in some manner, must first be accepted by majority vote of the Board of Directors or by the use of the Donation Approval/Acceptance form or Foundation Fundraiser Event Approval & Estimate form. If the Board of Directors determines that any such restriction would be impracticable to administer or violative of any law, the board shall not accept such proffered donation, gift, bequest or devise.

Unrestricted donations, gifts, bequests and devises may be accepted by the President of the Corporation or the Executive Director and deposited as set forth in Section 8.3, above.

SECTION 8.5 STATEMENT OF INVESTMENT POLICY, OBJECTIVES AND GUIDELINES

The Investment and Finance Committee will review the statement of investment policy quarterly and make changes as needed. The investment policy, objectives and guidelines shall be reviewed by the Board of Directors each year at the annual meeting.

ARTICLE 9
COMMITTEES

SECTION 9.1 CONDUCT OF MEETINGS

All committees, except for Ad Hoc committees, will be noticed and conducted in accordance with the Ralph M. Brown Act.(Section 54950 et seq. of the California Government Code.) At least seventy-two (72) hours before a committee meeting, except Ad Hoc committee meetings, an agenda shall be posted containing a brief general description of each item of business to be transacted or discussed at the meeting, including items to be discussed in closed session. The rules contained in the most recent edition of Robert's Rules of Order, newly revised, shall govern all meetings of the Foundation and the Board of Directors.

SECTION 9.2 INVESTMENT AND FINANCE COMMITTEE

The Investment and Finance Committee shall consist of five members, including the Chief Financial Officer of the Corporation, and one alternate member appointed by the Board President. The Investment Committee terms of office shall be for three years. Any vacancy shall be filled by appointment of the Board President.

The role of the Investment and Finance Committee is to oversee the investment of the Corporation assets in accordance with the Investment Policy Statement. The Investment Committee will meet monthly or as needed, to review the investments with the designated financial advisors. The Investment Committee will report to the Board of Directors at each Board meeting on the allocation and makeup of the Corporation's assets, recommend any changes in advisors for the Board's consideration, and to inform the Board of any matters which may be of interest to the Board as it pertains to the investments.

Additionally, the Investment and Finance Committee shall be responsible for reviewing of monthly financial reports; preparing and recommending Annual Operating Budget for the Foundation; recommending necessary adjustments, if any, at the end of December each year: and maintaining funds coming into the operational budget and funds being dispersed through the operational budget.

SECTION 9.3 NOMINATING COMMITTEE

The Nominating Committee shall consist of seven Directors, three of whom shall be nominated by the Board President; and four of whom shall be nominated by the Board of Directors. All seven members shall be elected by the Board of Directors. The Directors serving on this committee shall elect a committee chair. The Nominating Committee terms of office shall be for three years. No Director shall serve more than two 3-year terms without a lapse of at least one year. Any Nominating Committee seat becoming vacant due to the 3-year term limits shall be filled by appointment of the Board President. The current President cannot be a member of the Nominating Committee.

The Committee will work throughout the year to identify a pool of potential new Directors for review and consideration. They will present those selected from the pool as recommendations to the full Board for action when appropriate. At the May Board meeting, the President shall direct the Nominating Committee to prepare a slate of officers for the coming year. All candidates for office will have declared their intention to serve, if elected. The slate shall be presented at the June Board meeting, and will be voted on at the annual Board meeting in September**.**

SECTION 9.4 AD HOC COMMITTEES

The Corporation shall have such other committees as may from time-to-time be designated by resolution of the Board of Directors for the purpose of assistance with planning and events.

Ad Hoc committees may be appointed by the Board President for such special tasks as circumstances warrant. Ad Hoc committees may consist of Directors, officers and non-directors, but shall be comprised of less than a quorum of Director and officer members. The chairman and other members of such committees who are Directors shall be appointed and may be removed by the Board President. Committee members who are not Directors may be appointed and may be removed at any time by the chairman of such committee. An Ad Hoc committee shall limit its activities to the accomplishment of the task for which it is appointed. Upon completion of the task for which appointed, such special committee shall stand discharged. The chairman of any such special committee shall be a Director, but the committee may include persons who are not Directors.

These additional committees shall act in an advisory capacity only to the Board and shall be clearly titled as Ad Hoc Committees. The Board of Directors may dissolve any such committee by resolution. Such non-director committee members shall have no Board voting privileges.

SECTION 9.5 MEETINGS AND ACTON OF COMMITTEES

Meetings and Actions of Standing Committees shall be governed by, noticed, held and taken in accordance with the provisions of these bylaws concerning meetings of the Board of Directors, with such changes in the context of such bylaw provisions as

are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meeting of committees may be fixed by resolution of the Board of Directors or by the committee. The time for special meetings of committees may also be fixed by the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

ARTICLE 10
CORPORATE RECORDS, REPORTS AND SEAL

SECTION 10.1 MAINTENANCE OF CORPORATE RECORDS

The Corporation shall keep at its principal office:

Minutes of all meetings of the Board of Directors indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof; and

Minutes of all meetings of the Members of the Corporation indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof; and

Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses; and

A copy of the Corporation’s Articles of Incorporation and Bylaws as amended to date.

SECTION 10.2 CORPORATE SEAL

The Board of Directors may adopt, use, and alter, a corporate seal. Such seal shall be kept at the principal office of the Corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 10.3 DIRECTORS’ INSPECTION RIGHTS

Every director shall have the absolute right at any reasonable time to inspect all records and documents of every kind and to inspect the physical properties of the Corporation.

SECTION 10.4 RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney to the Executive Director**,** and the right to inspection includes the right to copy and make extracts. In accordance with Government Code Section 6250,

records shall be made available to any person upon payment of fees covering direct costs of duplication.

SECTION 10.5 ANNUAL AUDIT – REPORT TO DISTRICT

The Board shall cause an annual report to be furnished not later than one hundred twenty (120) days after the close of the Corporation's fiscal year to all Directors of the Corporation and to the District, which report shall contained the following information in appropriate detail:

(a) The assets and liabilities, including the trust funds of the Corporation as of the end of the fiscal year;

(b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;

(c) The revenue and receipts of the Corporation, both unrestricted and restricted to particular purposes for the fiscal year;

(d) The expenses or disbursements of the Corporation, for both general and restricted purposes during the fiscal year.

The report shall be accompanied with a report and opinion of an independent certified public accountant, or firm of certified public accountants stating that the financial statements have been prepared in accordance with generally accepted accounting principles and that such accountant's examination was performed in accordance with generally accepted auditing standards.

ARTICLE 11
FISCAL YEAR

SECTION 11.1 FISCAL YEAR

The Corporation hereby adopts a Fiscal Year ending on the last day of June of each calendar year as its Annual Accounting Period, as such terms are defined in Section 441 of the Internal Revenue Code of 1986, as amended.

ARTICLE 12
AMENDMENT OF BYLAWS

SECTION 12.1 AMENDMENT OF BYLAWS

Subject to any provision of law applicable to the amendment of bylaws of nonprofit public benefit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by the affirmative vote of a majority of the Directors present at a meeting at which a quorum is present.

ARTICLE 13
AMENDMENT OF ARTICLES

SECTION 13.1 AMENDMENT OF ARTICLES

The Articles of Incorporation of the Corporation may be amended only upon two-thirds vote of the members of the Board of Directors.

ARTICLE 14
PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

SECTION 14.1 PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No member, director, officer, employee, or other person connected with the Corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided, however, that this provision shall not prevent payment to any such person or reasonable compensation for services performed for the Corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Corporation. On the dissolution or winding up of the affairs of the Corporation, whether voluntarily or involuntarily, the assets of the Corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this Corporation and not otherwise.

Revised: October 19, 1999
Revised: March 13, 2001 Section 3.1
Revised: August 27, 2004 Section 1.2
Revised: September 14, 2006 Entire document reviewed, updated and approved.
Revised: July 18, 2007, Section 8.5
Revised: July 15, 2009, Entire document reviewed, updated and approved.
Revised: March 17, 2010 Sections 3.3 (f) and 3.6
Revised: May 24, 2010 Sections 3.3 (b), Sections 6.9, Sections 10.3, Sections 10.4
Revised: July 12, 2012 Sections 3.3 (b), 3.3 (d) and 3.3(g)
Revised: January 23, 2013, elimination of Section 1.3
Revised: August 20, 2014, change Section 4.3 from bi-monthly to quarterly meetings with annual meeting in August instead of September.
Revised: May 11, 2016, removal of Section 4.11, change in 4.3 for annual meeting in August or September, 6.9 removal of ex-officio from executive director section, removal of Sections 9.2, 9.5 and 9.6 and change in 9.3 and 9.7.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected and acting Secretary of the West Hills Community College Foundation, a California Nonprofit Corporation, and that the above Bylaws are the Bylaws of this corporation amended and adopted at a Regular meeting of the Board of Directors held on this 11th day of May, 2016.

Signature: _____
Laura Mendes Moore
Secretary, Board of Directors

* * * * * * * * * *

Reviewed and approved by the West Hills Community College District this ____ day of _____, 20__.

Signature: _____
Jack Minnite
Clerk of the Board of Trustees