

# RIO HONDO COLLEGE FOUNDATION BYLAWS

## ARTICLE 1

### Purposes

The Corporation shall have such purposes as are now or may hereafter be set forth in its Articles of Incorporation.

## ARTICLE II

### Powers

The Corporation shall have such powers as are now or may hereafter be granted by the Nonprofit Corporation Law of the State of California, except as limited by the provisions of its Articles of Incorporation of these Bylaws.

## ARTICLE III

### Offices

The principal office for this Corporation shall be at the campus of:

Rio Hondo College  
3600 Workman Mill Road  
Whittier, California 90601

The Corporation shall have such other office or offices as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

## ARTICLE IV

### Members

In accordance with Section 5310 of the California Nonprofit Public Benefit Corporation Law, this Corporation shall have no members within the meaning of Section 5056 of that law. All action which would otherwise require approval by a majority of all

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members or approval by members shall require only approval by the Board of Directors of this Corporation. All rights which would otherwise vest in the members shall vest in the Directors. By resolution, the Directors may create any advisory boards, councils, honorary memberships or other bodies as it deems appropriate. The Directors may also, by resolution, confer upon any such class or classes of such persons some or all of the rights of a member under the California Nonprofit Public Benefit Corporation Law other than the right to vote:

- (a) for the election of a Director or Directors or an officer or officers; or
- (b) on a disposition of all or substantially all of the assets of the Corporation; or
- (c) on a merger; or
- (d) on a dissolution; or
- (e) on charges of the Corporation's Articles of Incorporation or Bylaws: all such voting rights are vested exclusively in the Board of Directors.

## ARTICLE V

### Board of Directors

#### Section 1. Number of Directors.

The Board of Directors shall consist of not fewer than nine (9) nor more than thirty (30) directors, until changed by amendment to these Bylaws as hereinafter provided.

#### Section 2. Independent Board Members

(a) There shall at all times be a majority of independent Directors on the Board. For a Director to be deemed "independent," the Board must affirmatively determine the Director has no material relationship with the Corporation, either directly or indirectly, economic or non-economic. A Director shall be considered independent if the Director

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is not and has not for a period of least one (1) year, been an "interested" Director as defined in Corporations Code Section 5227. For purposes of this subsection, an interested person is any person currently being compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director for services as Director. However, any violation of the provisions of this Section shall not affect the validity of enforceability of any transaction entered into by the Corporation.

(b) They shall not directly, or through another entity or person, have a material relationship with the Corporation or any of its affiliates.

(c) They shall not directly, or through another entity or person, have a material relationship with any of the Corporation's executive officers or senior management employee.

(d) They shall be independent for any other reason(s) as determined in good faith by the Board of Directors.

(e) Not more than forty-nine percent (49%) of the persons serving on the Board of Directors at any time may be "interested persons." Each Director serving on the Board of Directors shall be designated as either "independent" or "interested". In order for an interested Director to be re-identified as independent requires the absence of a material relationship with the Corporation for a period of one (1) year. The Board of Directors shall annually review, or more often as required, Directors' classifications and shall re-designate any Director as independent or interested dependent upon the circumstances at hand. The designation of Directors as interested or independent shall be set forth in the minutes of the Corporation at its annual organizational meeting and in the minutes of other meetings in the event of a newly elected Director or change in status of current Directors.

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## Section 3. Powers of Directors.

Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the Articles of Incorporation and these Bylaws, the business and affairs of this Corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board of Directors may delegate the performance of any duties or the exercise of any powers to such officers or agents including a paid Executive Director and any other paid agent necessary to facilitate the functioning of the Board as may from time to time by resolution be designated.

## Section 4. Board Membership.

The membership of the Board of Directors shall include only members elected by a majority of the standing Board of Directors. Members should work, live, or be affiliated with agencies, public or private, within the catchment area of Rio Hondo College. Members are elected as individuals. The Superintendent/President, or their designee, is an ex-officio member of the Board of Directors and the Executive Committee. The President of the Rio Hondo College Trustees, or their designee is an ex-officio member of the Foundation Board of Directors. All College-appointed Directors (current faculty, classified staff, students, management staff) shall be presented to and accepted by the Board.

## Section 5. Terms.

All non-College Directors shall serve a maximum of 3 (three) 3-year consecutive terms. They shall be elected at the annual meeting and their term shall become effective July 1<sup>st</sup>. Following a one-year absence from the Board of Directors, a former Director may be invited to join again. Immediate Past Presidents shall serve until their successor vacates the President position. Nominated Board members may be encouraged to visit meetings prior to their election. Every effort will be made to stagger terms to maintain consistency on the Board.

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## Section 6. Vacancies.

All vacancies on the Board of Directors shall be filled by an election by the majority of the members of the Board present at a regular or special meeting of the Board. A person selected to fill a vacancy occurring other than by expiration of term shall serve only for the unexpired term of their predecessor. Thirty days notice shall be given for all elections.

## Section 7. Removal.

An elected Director may be removed from the Board of Directors at any time by the affirmative vote of a majority of the Directors, by death, or by absence from three consecutive regular meetings of the Board

## Section 8. Obligations

All members of the Board of Directors shall attend meetings, participate in Board activities, secure financial support for the Foundation and adhere to other obligations as cited in the Board Member Responsibilities document.

## Section 9. Compensation.

No Director shall receive any salary or other similar compensation for any services as a Director; however, the Board of Directors may authorize the reimbursement of actual and necessary expenses incurred by individual Directors performing duties as Directors.

## Section 10. Annual Meeting.

There shall be an annual meeting of the Board of Directors held in June of each year, or at a date and time designated by the Board with at least 30 days notice. This meeting may be held concurrently with one of the regular meetings.

## Section 11. Regular Meeting.

Regular meetings of the Board of Directors shall be called at anytime by the President of the Foundation Board. The President shall be required to call a meeting upon the joint request of any two (2) members of the Board. At least four (4) business meetings

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shall be held annually. All meetings of the Board of Directors shall be governed by Robert's Rules of Order, including such revision thereof as may from time to time be published, except insofar as such rules are inconsistent with these Bylaws, with the Articles of Corporation, or with applicable law.

## Section 12. Place of Meetings.

Meetings of the Board of Directors shall be held at a location within the service area of Rio Hondo College.

## Section 13. Quorum

A quorum shall consist of 50% of the Directors plus one Director. Every action taken or decision made by a majority of the Directors presented at a duly held meeting at which a quorum is present shall be the act of the Board of Directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of Directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

## Section 14. Adjournment.

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

## Section 15. Notice of Adjourned Meeting.

Notice of the time and place for holding an adjourned meeting need not be given unless the original meeting is adjourned for more than twenty-four (24) hours. If the original meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time and place shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

## Section 16. Notice of Meetings.

(a) Written notice of every meeting shall be given to each Director at least seven (7) days before each meeting. Notice may be delivered personally, via electronic mail or by

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United States Postal Service to the last known address of the Director and if mailed, is complete upon mailing. Public notice of meetings shall be posted at least 72 hours before each meeting.

(b) An agenda listing the matters to be considered at each meeting shall be given to each Director at least seven (7) days before the meeting.

(c) Notwithstanding anything in this section to the contrary, the President of the Board may call an emergency meeting of the Board upon twenty-four (24) hours notice if such a meeting is necessary to discuss any unforeseen emergency condition. An emergency condition for the purposes of this subsection is any condition that, if not addressed promptly by the Board, may result in a significant detriment to this Corporation.

## Section 17. Written Agendas and Minutes of Meetings.

(a) The agenda for meetings shall be written and made available to the public.

(b) The minutes of meetings of the Board of Directors shall be written and made available to the public.

## ARTICLE VI

### Committees

#### Section 1. Standing Committees.

The Standing Committees of the Board of Directors shall be the Executive Committee, Finance Committee, and Special Events Committee. The duties and responsibilities of each position are described in the Foundation Board policy manual.

(a) The Executive Committee shall consist of the Foundation Board President, Vice-President, Treasurer, Secretary, Immediate Past President, and Rio Hondo College President. The Executive Director shall attend as staff.

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(b) The Finance Committee shall consist of the Foundation Board Treasurer and two other Foundation Board members. The Treasurer shall serve as the Chairperson of the Committee. The Executive Director shall attend as staff.

(c) The Special Events Committee shall consist of Foundation Board members and other community members as appointed. The committee members shall have voting rights as Special Events Committee members. The Chairperson of the committee shall be a Foundation Board member. The Executive Director shall attend as staff.

## Section 2. Ad-Hoc Committee or Councils

The Board of Directors may appoint one or more committees, each consisting of two or more Directors, and delegate to such committees any of the authority of the Board.

## ARTICLE VII

### Officers

#### Section 1. Numbers and Titles.

The officers of the Corporation shall be a President, one or more Vice-Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer, and such other officers as may be chosen in accordance with the provisions of this article. The Board of Directors, at its discretion, may appoint such other officers, including one or more assistant secretaries, as it shall deem desirable. Such officers shall have the authority and perform the duties prescribed by the Board of Directors. Multiple offices may be held by the same person, except the offices of President and Secretary. All officers shall be voting members of the Board of Directors.

#### Section 2. Term of Office.

The officers of the Corporation shall be nominated by the Executive Committee and elected annually by the Board of Directors at the June meeting with an effective date of



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July 1. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until their successor has been elected.

## Section 3. Removal.

Any officer elected or appointed by the Board of Directors may be removed by a majority of the voting members of the Board of Directors whenever in their judgment the best interests of the Corporation would be served-

## Section 4. President.

The President shall be the chief executive officer of the Corporation and shall in general supervise and control all meetings of the Board of Directors. They may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general they shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors.

## Section 5. Vice-President/President-Elect.

In the absence of the President or in the event of their inability or refusal to act, the Vice-President, or in the order of their designation, shall perform the duties of the President and when so acting shall have all the powers and be subject to all the restrictions upon the President. Any Vice-President shall perform such other duties as from time to time may be assigned to them by the President or by the Board of Directors.

## Section 6. Treasurer.

The Treasurer shall have charge and custody of, or cause to be kept and maintained and be responsible for all funds and securities of the Corporation, receive and give receipts for monies due and payable to the Corporation in such banks, trust companies,

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or other depositories as shall be selected in accordance with the provisions and Article V, Section 3 of these Bylaws. The Treasurer shall be the chairperson of the Finance Committee.

## Section 7. Secretary.

The Secretary shall keep and maintain, or cause to be kept and maintained, minutes of all the proceedings of the Board of Directors and committees. They shall give notice of all meetings of the Board of Directors when notice is required. They shall be custodian of the corporate seal of the Corporation, and when so ordered by the Board of Directors shall affix this seal to deeds, bonds, contracts, and other obligations and instruments. Foundation and/or Rio Hondo College staff may assist in such record keeping.

## Section 8. Past President.

The Immediate Past President of the Foundation shall be a full member of the Executive Committee.

## Section 9. Honorary Officer and Honorary Directors.

Any person whom the Board wishes to recognize for their service or beneficence to the Corporation may be elected an Honorary Officer or Honorary Director of the Corporation. Such recognition may be given upon the unanimous vote of the Directors present at any meeting duly called and held. The term shall be for life. A notice of intent to nominate an Honorary Officer or Honorary Director must be submitted to all members of the Board of Directors in writing at least seven (7) days preceding the meeting at which one is to be elected. Such an Honorary Officer and Honorary Director shall have no vote on the Board of Directors and perform only such duties as they may voluntarily undertake at the request of the Board of Directors.

## ARTICLE VIII

### Indemnification of Directors, Officers and Other Agents

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## Section 1. Right of Indemnity.

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 Section 5238(a), 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 Section 5238(a). "Expenses," as used in this Bylaw, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

## Section 2. Approval of Indemnity.

Upon written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the Board shall promptly determine under Section 5238(e) of the California Corporations 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. 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 Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and if so, the members present at the meeting in person or by proxy shall authorize indemnification.

## Section 3. Advancement of Expenses.

To the fullest extent permitted by law, 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 Corporation before final disposition of the proceeding, on receipt by the Corporation of

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an 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 Corporation for those expenses.

## Section 4. Insurance.

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

## ARTICLE IX

### Contracts, Loans, Checks, Deposits and Gifts

#### Section 1. Contracts.

The Board of Directors may authorize any officer or agent of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or limited to specific instances.

#### Section 2. Loans.

The Board of Directors shall not make any loan of money or property to or guarantee the obligation of any Director or officer unless approved by the Attorney General.

#### Section 3. Borrowing.

No loan shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.

#### Section 4. Checks, Drafts, Etc.

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All checks, drafts or other orders for payment of money, and all notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as from time to time shall be determined by resolution of the Board of Directors.

## Section 5. Deposits.

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

## Section 6. Gifts.

The Board of Directors may at their discretion accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purpose or for any specific purpose of the Corporation.

## ARTICLE X

### Miscellaneous

## Section 1. 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 unless otherwise determined by resolution of the Board of Directors.

## Section 2. Rules.

The Board of Directors may adopt, amend, or repeal rules consistent with these Bylaws for the management of the internal affairs of the Corporation and the governance of its officers, agents, committees, and employees.

## Section 3. Books and Records.

The Corporation shall keep correct and complete books and records of account and minutes of the proceedings of the Board of Directors and committees. Copies of the

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minutes of the Board of Directors and of the committees shall be regularly distributed to each member of the Board of Directors.

## Section 4. Corporate Seal.

The Board of Directors may provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation, the date of its incorporation, and the word "California".

## Section 5. Waiver of Notice.

Whenever notices are required to be given under the provisions of the Nonprofit Corporation Act of the State of California, or under the provisions of the Articles of Incorporation of the Corporation or these Bylaws, a waiver thereof in writing signed by the person/s entitled to such notice, whether dated before or after the time stated herein, to the extent permitted by law, shall be deemed equivalent to the giving of such notice.

## Section 6. Selection, Hiring, and Evaluation of Executive Director.

The Foundation Executive Committee shall be responsible for the selection, hiring and evaluation of the Executive Director, with the approval of the Foundation Board.

The Foundation Executive Committee, shall: (1) annually evaluate the performance of the Executive Director; and (2) make decisions as to the continued employment and other terms and conditions of the Executive Director. The Foundation Board President in consultation with the Executive Committee shall supervise and direct the activities of the Executive Director.

## Section 7. Relationship Between the College and the Foundation.

The Foundation shall cooperate promptly and completely with the College as it performs its duties and exercises its rights under this agreement.

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## ARTICLE XI

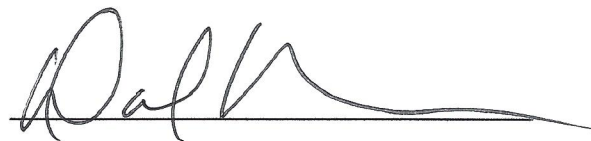
### Amendment to Bylaws

These Bylaws may be amended at any regular meeting of the Board of Directors by a majority vote of the total voting membership of the Board of Directors, providing that the amendment had been submitted in writing at the previous regular meeting or by United States Postal Service, electronic mail or facsimile to all Board members at least thirty (30) days prior to the meeting.

#### SECRETARY'S CERTIFICATE

THIS IS TO CERTIFY that the foregoing Bylaws of the RIO HONDO COLLEGE FOUNDATION have been duly adopted by the Board of Directors of said Corporation at a meeting of said Board held on December 10, 2020.

IN WITNESS WHEREOF, the undersigned, duly elected and acting Secretary of said Corporation, hereon this 10th day of December, 2020.

A handwritten signature in black ink, appearing to read 'Dan Rubalcava', written over a horizontal line.

Dan Rubalcava, Secretary

December 10, 2020 REVISION