

**AMENDED BYLAWS**  
**OF THE**  
**CALIFORNIA STATE UNIVERSITY SAN MARCOS FOUNDATION**

The Amended Bylaws of the California State University San Marcos Foundation (The Foundation) are adopted by the Board of Directors this 13<sup>th</sup> day of March, 2014, and are intended to comply with the Nonprofit Corporation Law which became effective January 1, 1980, California Corporations Code Sections 5000 *et. seq.*, as amended, as well as with Section 89920 *et. seq.*, of the California Education Code.

**ARTICLE I**  
**Meetings and Voting**

Section 1. Principal Office. The principal office of The Foundation shall be located at California State University San Marcos, San Marcos, California, unless otherwise prescribed by the Board of Directors and approved by the University President.

Section 2. Place of Meetings. All meetings of the Board of Directors shall be held at the principal office of The Foundation in the County of San Diego, California, unless otherwise prescribed by the Board of Directors.

Section 3. Meetings Schedule. Regular meetings of the Board of Directors shall normally be held at least quarterly. An annual meeting shall be held for the purpose of electing and designating board members, officers, considering reports on the affairs of The Foundation, and transacting such other business as may properly be brought before the Board. Special meeting may be called as prescribed in the Bylaws.

Section 4. Meetings. Meetings of the Board of Directors may be called at any time by any one of the following:

- (a) Chair of the Board of Directors.
- (b) The President, California State University San Marcos.
- (c) The Executive Director, Vice President of University Advancement.

Section 5. Notice of Meetings

(a) Written notice of every regular meeting of the Board of Directors and any Board committee shall be given to each Director at least one week before each meeting. Written notice of any meeting shall also be given pursuant to this subsection to any person who requests such notice in writing. Notice may be delivered personally, by an alternative notice in conformance with Nonprofit Public Benefit Corporation Law or by mail to the last known address of the addressee and, if mailed, notice is complete upon mailing.

(b) An agenda listing the matters to be considered at each meeting shall be included in the notice for the meeting.

(c) Notwithstanding anything in this section to the contrary, the Chair of the Board of Directors may call a special meeting of the Board without giving the normal notice if such meeting is necessary to discuss an unforeseen emergency condition. An emergency condition, for the purposes of this subsection, is any condition that, if not addressed by the Board promptly, may result in a detriment to the Board, the University, the public interest, or The Foundation. Special meetings of the Board and any Board committee shall be held upon at least 24 hours notice delivered personally or by mail or by alternative notice.

Section 6. Closed Sessions. The Board of Directors or Board committees may hold closed sessions consistent with applicable provisions of Sections 89920 through 89927 of the Education Code.

Section 7. Adjourned Meetings. Any meetings of the Board of Directors may be adjourned from day to day or from time to time until its business is completed, upon a majority vote of the Directors present. In the absence of a quorum, no business other than adjournment from time to time may be transacted at any meeting of Board members. If a meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of adjournment.

Section 8. Quorum. A majority of the qualified Directors entitled to vote at a meeting of the Board of Directors shall constitute a quorum for the transaction of business. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, if any

action taken is approved by at least a majority of the required quorum for such meeting.

Section 9. Voting Rights. Each qualified Director shall have one vote, which said vote may not be cast by proxy.

Section 10. Voting at Meetings. So long as a quorum is present at a meeting of the Board of Directors, all actions taken by the Board shall be by a majority vote of those then present at the meeting, except as expressly provided in these Bylaws.

Section 11. Conduct of Meetings. Meetings of the Board of Directors shall be conducted in accordance with the Articles of Incorporation and Bylaws of The Foundation, the Nonprofit Corporation Law California Corporations Code Sections 5000 et seq., and the California Education Code, Sections 89920 through 89927. The Board of Directors may adopt Meeting Policy and Practices consistent with the requirements of this section.

## ARTICLE II Directors

Section 1. Powers. Subject to the limitations of the Articles of Incorporation and of the laws of the State of California, all corporate powers shall be exercised by and under the direction of the Board of Directors. The members of the Board of Directors shall be the only members of The Foundation.

Section 2. Size, Representation and Selection. The authorized total number of Directors of The Foundation shall be not less than 5 nor more than 50. The Directors shall be drawn from the faculty and administrative staff of the University, from the general population residing in the area served by the University, and from the student body of the University as set forth in these Bylaws. The distribution of the membership shall be as follows:

(a) Ex-Officio Directors. The following ex-officio Directors, consisting of officers of the University, shall serve as voting members of the Board of Directors:

University President  
Vice President of University Advancement  
Vice President of Finance and Administrative Services

(b) Faculty and Community Directors. At least one individual from the general population residing in the area served by the University, and at least one, but no more than 5, University faculty shall be selected and designated by the President of the University to serve staggered three-year terms, eligible to serve up to 3 consecutive terms, as voting members of the Board of Directors. The University President shall disclose such selections and designations at the annual meeting of the Board of Directors or within a reasonable period of time thereafter. If the University President fails to disclose at least one such selection and designation within a reasonable period of time following the annual meeting of the Board of Directors, then the Board of Directors shall make a selection and designation of one of each such Director category.

(c) Student Directors. At least one but no more than 2 individuals from the student body of the University shall be selected and designated by the President of the University to serve one-year terms as voting members of the Board of Directors. The University President shall have the discretion to renew a Student Director's term. The University President shall disclose such selection and designation at the annual meeting of the Board of Directors or within a reasonable period of time thereafter. If the University President fails to disclose such a selection and designation within a reasonable period of time following the annual meeting of the Board of Directors, then the Board of Directors shall make such selection and designation of one such Director.

(d) Emeritus Director. A Director who has served at least two (2) three-year terms and leaves the Board in good standing, has provided a distinguished service, has promoted the interests and goals of the University and who has made a significant financial contribution to the welfare of the University may be nominated for Emeritus status. The University President shall disclose such nomination at a meeting of the Board of Directors and request a motion to approve by members present.

It is expected of the Emeritus Director(s) to continue their service to the Board through a strong commitment to the university, and may continue to provide advice and counsel to the Board, may attend meetings however they shall not have the privilege to vote at any meeting, or to be counted for a quorum or for any other purpose under these By-Laws.

There is no limit to the term nor the number of Emeriti Directors.

(e) Honorary Director. A Director or non-Director who has promoted the interests and goals of the University and who has made a significant financial contribution to the welfare of the University may be nominated for Honorary status. The University President shall disclose such nomination at a meeting of the Board of Directors and request a motion to approve by members present.

Honorary Directors may attend meetings however they shall not have the privilege to vote at any meeting, or to be counted for a quorum or for any other purpose under these By-Laws.

There is no limit to the term nor the number of Honorary Directors.

Section 3. Vacancies. In the event that a Board member ceases to hold the office or status which qualifies that member for service on the Board, a duly elected or designated successor shall become a Director of The Foundation in the place of the predecessor for the remainder of that predecessor's term of office pursuant to the procedure by which the predecessor Director was qualified or designated within a reasonable period of time. In the event that a successor to a designated Director is not duly elected within a reasonable period of time, the Board Chair may appoint a qualified person to fill such vacated office until the election of a successor can be accomplished. Any such appointee shall serve as a Director until the election of a successor.

Section 4. Removal of Directors. Any ex-officio or designated Director may be removed as a Director by the University President.

Section 5. Committees. The Board of Directors may act through one or more committees as it shall determine from time to time in writing. Such committees shall be given such authority as the Board of Directors shall assign in writing, consistent with statutory requirements, the Articles of Incorporation and the Bylaws of The Foundation.

Section 6. Loans to Directors and Officers. The corporation 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 of the State of California; provided,

however, that the corporation may advance money to a Director or Officer of the corporation for expenses reasonably anticipated to be incurred in the performance of the duties of such Director or Officer, provided that in the absence of such advance such Director or Officer would be entitled to be reimbursed for such expenses by the corporation.

### ARTICLE III Officers

Section 1. General. The corporate officers of The Foundation shall be: President, Executive Director, Secretary and Treasurer. The offices of Secretary and Treasurer may be vested in one person. The Board officers shall be: Chair and one or more Vice-Chairs, and the Chairs of each committee. Board officers serve staggered three-year terms, eligible to serve up to 2 consecutive terms.

Section 2. Vacancies. If the office of any of the elected officers becomes vacant by reason of resignation, removal, disqualification, death, or otherwise, the Board shall, within a reasonable time thereafter, appoint a successor who shall hold office for the unexpired term and until a successor is elected.

Section 3. Removal. Any officer of The Foundation is subject to removal by the University President, with or without cause.

Section 4. Salaries. The officers and Board members of The Foundation shall serve without salary or other pecuniary remuneration for their services as such.

Section 5. University President. The University President shall be an ex-officio member of all committees of the Board of Directors, except the Audit Committee.

Section 6. Executive Director. The Executive Director shall be the Vice President for University Advancement at California State University San Marcos, and shall be the Chief Executive Officer of The Foundation. The Executive Director shall be responsible for the fundraising activities of the Foundation and shall exercise such other administrative duties as shall be necessary or appropriate. The Executive Director may delegate his or her duties, but shall be responsible for overall supervision of any such delegation.

Section 7. Secretary. The Secretary shall be the Vice President for Finance and Administrative Services at California State University San Marcos. The Secretary shall keep, or cause to be kept, at the principal office of The Foundation or at such other place as the Directors may order, a book of minutes of all meetings of the officers and the Directors, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice thereof, time, and the names of those present at the officers' meetings, the number of Board members present, and the proceedings thereof. The Secretary shall keep in the principal office a register showing the names of all duly qualified Board members and their addresses.

Section 8. Treasurer. The Treasurer shall be the Vice President for Finance and Administrative Services at California State University San Marcos. The Treasurer shall serve as the chief financial officer of The Foundation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of all the properties and business transactions of The Foundation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses. This officer shall keep separate records on all special funds coming into the possession or control of The Foundation for management and disbursement, including all special trust funds, scholarship accounts, loan funds, revolving funds, activity or organization funds, and general income accounts. This officer shall retain copies of any and all indentures, contracts, or documents containing or relating to any restrictions, covenants, or conditions imposed by donors to said funds, as to the manner, method, or control of said trust or endowment funds. In addition, this officer shall have such other powers and perform such other duties as from time to time may be assigned in writing by the Board or the Bylaws.

Section 9. Chair. The Chair shall preside at meetings of the Board of Directors and shall be an ex-officio member of all committees of the Board except the Audit Committee. The chair shall have, subject to the advice and control of the Board of Directors, such other powers and perform such other duties as, from time to time, may be assigned in writing by the Board or by the Bylaws.

Section 10. Vice-Chairs. If at any time the Chair shall be absent from any meeting of the Board, one of the Vice-Chairs shall be vested with the powers of, and shall perform the duties of the Chair. The Vice-Chairs elected by the Board shall

have such other powers and perform such duties as from time to time may be assigned in writing by the Board or by the Bylaws.

**ARTICLE IV**  
**Records and Reports**

Section 1. Inspection. The Foundation shall keep at its principal office for the transaction of business the original copy of its Bylaws, as amended or otherwise altered to date, certified by the Secretary of The Foundation, which shall be open to inspection by all board members at all reasonable times during office hours. Board members shall have the absolute right, at any reasonable time, to inspect all books, records, documents, of all and every kind and description, and the physical properties of The Foundation.

Section 2. Annual Reports and Audits. The officers of The Foundation shall be required to make at least one annual report of the business affairs of The Foundation, which shall include complete financial statements indicating the financial condition of The Foundation, the funds managed by The Foundation, and the results of the operations for the fiscal year then ended.

**ARTICLE V**  
**Amendments**

Section 1. The Bylaws may be repealed or amended or new Bylaws may be adopted by the Board of Directors.

**ARTICLE VI**  
**Transition**

Section 1. Upon the adoption of these Bylaws by the Incorporator, the President of the University shall select and designate the Directors of the Board, and shall designate the length of terms for each such Elected Director to allow established staggered terms as prescribed by Article II, Sections 2(c) and (d) of these Bylaws.

Section 2. Following the designation of Directors, the Board shall elect officers of The Foundation pursuant to these Bylaws to serve terms which shall expire at the next annual meeting of the Board. An officer holding a corporate office at the time of the adoption of these Bylaws shall continue to hold such office until a successor is elected to replace such officer.



Section 3. Upon the adoption of these Bylaws, and with the written approval of the University President, the University Auxiliary and Research Services Corporation is authorized to accept and administered donations made in the name of The Foundation on behalf of the University until such time as The Foundation is a tax-exempt organization and otherwise authorized by the University to accept and administer such donations. Such gifts, grants, and bequests shall be so conditioned that they may be used only for purposes consistent with all policies of Trustees and all policies of University.

Adopted by the Board of Directors

  
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Linda Hawk , Secretary/Treasurer

6-18-14

Index to Amendments:

- Amended June 9, 2010 - Add Section 6, Loans to Directors and Officers to Article II.
- Amended September 12, 2013 -
  - Change member terms from three two- year terms to three three-year terms in Article II, Section 2(b).
  - Add reference to term limits for Officers in Article III, Section 1.
- Amended March 12, 2014 -
  - Deleted Election of officers in Article III, Section 2.
  - All subsequent Sections moved up.
  - Added "University" to Article III, Section 5 to state "University President".
  - Removed "Operating and Administrative" in Article III, Section 6 to read "Chief Executive Officer".
  - Added reference to California State University San Marcos title of acting officer for: Secretary (Article III, Section 7) and Treasurer (Article III, Section 8).
- Amended June 12, 2014 - Add to Article II, Section 2:
  - Emeritus Director
  - Honorary Director