

CAL POLY POMONA FOUNDATION, INC.

BYLAWS

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**BYLAWS  
OF  
CAL POLY POMONA FOUNDATION, INC.**

**ARTICLE I  
MISSION STATEMENT**

The Cal Poly Pomona Foundation, Inc., established in 1966, is an integral component of the educational mission of the University. In pursuit of this mission, the Foundation is a partner in the University community which includes students, faculty, staff, administrators, alumni and members of the larger community. The Foundation exists to provide the highest level of service to these constituencies. The role of the Foundation is to provide appropriate goods and services at a reasonable and competitive price, to promote and celebrate the cultural diversity of the University, to help foster and maintain an effective learning environment, to provide educational opportunities, to reflect an institutional image of competence and quality, to encourage cooperative relations within the University community, to provide advice on services and resources appropriate to educational needs, to generate income that can augment University resources, to strengthen University identity and to recognize and provide visibility for the achievements of members of the University community.

Excellence in service to the University is the highest priority of the Foundation. The Foundation accomplishes this by:

- Operating in a professional and conscientious manner.
- Continually updating its planning for the future and emphasizing the importance of quality and excellence as it invests in the growing campus community.
- Maintaining high standards for ethics, honesty, competency and professionalism in all its employees.
- Encouraging its employees to express an entrepreneurial spirit by using creativity, innovation and initiative.
- Maintaining its commitment to the practice of affirmative action and equal opportunity.

The Cal Poly Pomona Foundation, Inc., is an equal opportunity, affirmative action employer. The Foundation subscribes to all state and federal regulations and prohibits discrimination based on sex, race, sexual orientation, national origin, handicap, marital status, age, religious creed, color, ancestry, medical condition, or veteran status. The Foundation hires only individuals lawfully authorized to work in the United States.

The Foundation operates as a public-benefit, charitable-educational organization under the provisions of the California Revenue and Taxation Code, Section 23701 (d) and the United States Internal Revenue Codes, Section 501 (c)(3). The Foundation is also classified as a public charity under section 509(a) (3) of the Internal Revenue code. As a recognized auxiliary of the California State University, the Foundation conforms to the California Code of Regulations, Title 5, Section 42400 et seq. established by the Trustees of the California State University. The University's administrative organization supervises the Foundation, as required by Title 5, California Code of Regulations, Section 42402.

## **ARTICLE II PRINCIPAL**

The principal office for the transaction of the business of this corporation is hereby fixed and located at the California State Polytechnic University, Pomona.

## **ARTICLE III SEAL**

The corporate seal shall consist of a circle, having at its circumference the words, "CAL POLY POMONA FOUNDATION, INC., CALIFORNIA," and inside the circle the date of the incorporation of this corporation.

## **ARTICLE IV MEMBERSHIP**

This corporation shall have no members other than the persons constituting its Board of

Directors. The persons constituting its Board of Directors shall, for the purpose of any statutory provision or rule of law relating to nonprofit corporations or otherwise, be taken to be the members of this corporation and shall experience all the rights and powers of members thereof.

## **ARTICLE V BOARD OF DIRECTORS**

### **Section 1. Number of Directors.**

The maximum authorized number of voting Directors shall be twenty-four (24) until changed by amendment to these Bylaws as hereinafter provided.

### **Section 2. Power of Directors.**

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

### **Section 3. Selection of Directors.**

The Directors of this corporation shall be drawn from the membership of the faculty, administration, staff and students of the University and the community and shall serve their designated terms, if any, or until the termination of their employment with the University or their death, resignation or removal or the expiration of their terms as provided below. The distribution of the membership shall be as follows unless there is an elimination of a position.

(a) Designated Directors (9)

The Designated Directors shall consist of the University President, the Vice President for Academic Affairs, the Vice President of Student Affairs, the Vice President for University Advancement, the Vice President for Administrative Affairs, the Vice President for Instructional & Information Technology, the Chair of the Academic Senate, the Chair of Staff

Council, and the President of the Associated Students, Inc.

In the event that a Designated Director ceases to hold the administrative office above described at the University, the duly appointed successor shall become a Designated Director of the corporation. In the event that a permanent successor is not immediately appointed, then the person who is appointed on an acting basis to fill such vacated office until the appointment of a permanent successor shall become a Designated Director of this corporation.

In the event that any Designated Director provided in this Section 3 of Article V fails, neglects, or refuses to act as such Designated Director, and so signifies this intention to the Directors of this corporation, the other Directors shall elect from the University staff or ASI appointee an interim Designated Director to serve in the place instead of the original Designated Director so failing to act. Such elected Designated Director shall serve until the original Designated Director consents to act as such Designated Director. In no event shall such elected Designated Director serve or more than one (1) year without re-election.

(b) Faculty Directors (2).

Two (2) faculty Directors shall be elected by the Board of Directors from person(s) nominated by the Academic Senate.

(c) Staff Directors (2).

Two (2) staff Directors shall be elected by the Board of Directors from person(s) nominated by the Staff Council for each position.

(d) Student Directors (2).

Two (2) student Directors shall be elected by the Board of Directors from person(s) nominated by the Associated Students Senate.

(e) Community Directors (3)

Three (3) community Directors shall be elected by the Board of Directors, upon the nomination of the President of the University.

(f) Dean Director (1)

One (1) dean Director shall be elected by the Board of Directors, upon nomination

of the Deans Action Council.

(g) At Large Director (5)

Five (5) at large Directors shall be elected by the Board of Directors, upon nomination by the University's President.

**Section 4. Term of Office.**

(a) Each member of the Board of Directors, except the Designated Directors, shall be elected by the Board of Directors, and all Director vacancies occurring by expiration of term of office, or otherwise, shall be filled by a majority vote of the remaining Directors at the annual meeting of the Board, or at a special meeting called for that purpose. The term of the office of a Director shall begin immediately after the election.

(b) The Designated Directors, shall serve until the termination of their employment with the University, their death or resignation.

(c) The term of office of the two elected faculty Directors shall be for a period of three (3) years. The term of office of the two elected staff Directors shall be for a period of three (3) years.

(d) The term of office of the two elected student Directors shall be for a period of two (2) years.

(e) The term of office of the three elected community Directors shall be for a period of three (3) years.

(f) The term of office for the one elected dean Director shall be for a period of three (3) years.

(g) The term of office for the five elected at large Directors shall be for a period of two (2) years.

These Directors shall continue to serve until their successors are elected.

**Section 5. Voting.**

Each member of the Board of Directors shall have one vote. There shall be no proxy voting permitted for the transaction of any of the business of this corporation.

A representative of a Director may attend Board or Executive Committee meetings, but is not permitted to vote.

**Section 6. Annual Meeting.**

There shall be an annual meeting of the Board of Directors held each year in May, unless otherwise designated by the Board of Directors. Such meeting shall be for the purpose of electing Directors and Officers of the corporation and for the transaction of such other business as may come before the Board.

**Section 7. Regular Meetings.**

The Chair or a majority of the members of the Board may call at any time a Regular Meeting of the Board of Directors to conduct any business of the Foundation, and to approve all financial obligations and modifications to Foundation policy. Regular Meetings shall be held at least quarterly upon notice in accordance with Article V, Section 9. The Regular Meetings should be scheduled in advance for the year.

**Section 7a. Special Meetings.**

Special meetings of the Board may be called in order to transact specific business of the Corporation prior to the next regular meeting, as is necessary, and within the provisions of this Section, on seven (7) days written notice by first-class mail, postage prepaid, or on at least twenty-four (24) hours notice delivered personally or by mail, or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, facsimile, electronic mail or other electronic means. The notice of any special meeting shall state the time of the meeting, and the place, and the business to be transacted. No other business shall be considered at such special meeting by the Board. Notice of any special meeting need not be given to any Director who signs a waiver of notice of the meeting prior to or at commencement of such meeting, waiving the lack of such notice to such Director. The waiver of notice of the meeting may be given by telegram, email, fax or other electronic means. All such waivers, consents, and approvals of minutes shall be filed with the corporate records or made a part of the minutes of the meeting.

**Section 8. Place of Meetings.**

(a) Meetings of the Board of Directors shall be held at any place within this State which has been designated from time to time by resolution of the Board or by written consent of all members of the Board. In the absence of such designation, regular meetings shall be held at the principal office of this corporation.

(b) Meetings Via Electronic Communications. Any meeting may be held by conference telephone, through the Internet or by means of any other electronic communications equipment, as long as all Directors participating in the meeting can hear one another, and any members of the public in attendance can hear all of the Directors. All such Directors shall be deemed to be present in person at such meetings.

**Section 9. Notices.**

Written notice of the time and place of meetings shall be delivered personally to each Director or sent to each Director by first-class mail, postage prepaid, or delivered personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, facsimile, electronic mail or other electronic means at his/her address as shown in the records of the corporation. Such notices shall be transmitted in such a manner that they be delivered at least seven (7) calendar days prior to the day of the meeting. If mailed, such notice shall be deemed to be delivered the next day during which regular mail deliveries are made after the day such notice is deposited in the United States Postal Service in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by facsimile or telephone, including a voice messaging system or other system or technology designed to record and communicate messages, electronic mail or other electronic means, such notice shall be deemed delivered when transmitted. The business to be transacted at any regular or special meeting of the Board shall be specified in the notice of any such meeting.

**Section 10. Quorum & Adjourned Meetings**



A majority of the number of voting Directors in office shall constitute a quorum of the Board of Directors for the transaction of business, except to adjourn. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of a Director or Directors, if any action taken is approved by at least a majority of the required quorum for that meeting. A quorum of the Directors may adjourn any Directors' meeting to meet again at a stated date, time and place, provided, however, in the absence of a quorum, a majority of the Directors present at any regular or special meeting may adjourn the meeting to reconvene later. Notice of the date, time, place and business to be transacted at such meeting shall be given to any Directors who were not present at the time the meeting was adjourned.

**Section 11. Resignation and Removal of Directors.**

Any Director may resign from the Board at any time by giving written notice to the President or the Secretary of the Corporation and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Subject to any requirements of the California Corporation Code, the Directors of this corporation, excluding Designated Directors or Directors appointed by the President, may be removed at any time by a two-thirds vote of the whole number of voting Directors.

**Section 12. 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 13. Inspection by Directors.**

Each Director shall have the right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation for a purpose reasonably related to each person's interest as a Director, provided that the Director shall not have the right to inspect those books, records or documents made privileged or confidential by law. This inspection may be made by the Director, the

Director's agent or attorney, and the right of inspection includes the right to copy and make extracts of documents. Nothing in this section shall affect the right of the Board of Directors to conduct the business of the corporation as set forth in these Bylaws.

## **ARTICLE VI OFFICERS**

### **Section 1. Officers.**

The officers of this corporation shall be a Chair, Vice Chair, Secretary, Treasurer, and such other officers as the Board of Directors may appoint. The offices of Secretary and Treasurer may be held concurrently by the same person. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the Chair.

### **Section 2. Election and Term of Office.**

The Chair of the Board of Directors shall select and appoint three (3) Board members to serve on a Nominating Committee to propose a slate of Officers for the Board. The Board of Directors shall then elect the Chair, Vice Chair, Secretary and Treasurer of this corporation for terms of one (1) year, or until their successors are elected and qualified, unless he or she shall sooner resign, be removed, or become ineligible to continue to serve in such capacity. The election shall be held at the annual meeting. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Elected Officers may serve as many successive one (1) year terms as the Board of Directors deems appropriate.

### **Section 3. Committees.**

(a) There shall be seven (7) standing committees to the Board. Those committees shall be: Executive, Finance, Investment, Nominating, Personnel, Program, and Audit. Selection of appointment of Board members to these committees shall be annually and voted on by the Board. The committee size is not limited. The Chair of the Board shall appoint the Chair of each committee. Non-Board members may serve on Committees if the Committee is not authorized to act on behalf of the Board.

(b) (1) There shall be an Executive Committee of the Board. The Executive Committee shall be made up of the Chair of the Board, the Vice Chair of the Board, the Academic Senate Chair, the Staff Council Chair, the ASI President, and one Community representative Director selected by the President. If the University President chooses not to be the Chair of the Board, the University President shall serve as a member of the Executive Committee.

(2) The Executive Committee shall have and exercise the authority of the Board in the management of the corporation, approval of emergency financial matters, except the power and authority to adopt, amend or repeal these Bylaws, or such other powers as may be prohibited by law, by the Articles of Incorporation or by these Bylaws.

(3) The Executive Committee shall have and exercise such specific powers and perform such specific duties as prescribed by these Bylaws or as the Board of Directors shall from time to time prescribe or direct; provided, however, the Executive Committee may not authorize the expenditure of more than \$100,000 without the prior approval of the Board of Directors.

(4) All members of the Foundation Board shall receive notice of Executive Committee meetings and may attend such meetings with voting status.

(5) An Executive Committee member may send a proxy from the Foundation seated membership if he/she is unable to attend the scheduled meeting. The proxy shall not vote on any matter considered by the Executive Committee.

(6) All Executive Committee meetings shall be open to the public and shall require a quorum in attendance for action to be taken. A quorum is defined as 1/2 of the Executive Committee, plus one. Any action taken requires a two-thirds (2/3) affirmative vote of these members present.

(7) The Executive Committee shall provide to the Board of Directors information regarding any actions taken by the Executive Committee at the next regularly scheduled Board meeting.

(c) The Audit Committee is established in compliance with the Nonprofit Integrity Act (Act). The Committee is responsible for assuring compliance with the Act, including but not limited to, recommending to the Board of Directors the retention and termination of independent auditors; negotiating the independent auditors' compensation;

conferring with the auditors to satisfy committee members that the financial affairs of the Foundation are in order; reviewing and determining whether to accept the audit; assuring that any nonaudit services performed by the auditing firm conform with the standards for auditor independence set forth in the latest revision of the Government Auditing Standards issued by the Comptroller General of the United States; and approving performance of nonaudit services by the auditing firm.

(d) From time to time, the Board may create other committees as necessary.

**Section 4. Vacancies.**

A vacancy in any office because of termination of employment with the University, death, resignation, removal or otherwise, shall be filled by the remaining members of the Board of Directors in accordance with the provision of these Bylaws.

**Section 5. Chair.**

The Chair shall have general supervision, direction and control of the business and affairs of this corporation, shall preside at all meetings of the Board of Directors, Executive Committee and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors.

**Section 6. Vice Chair.**

In the absence or disability of the Chair, the Vice Chair shall perform all the duties of the Chair, and in so acting shall have all the powers of the Chair. The Vice Chair shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

**Section 7. Secretary.**

The Secretary shall keep a full and complete record of the proceedings of the Board of Directors; shall keep the seal of this corporation and affix the same to such papers and instruments as may be required in the regular course of business; shall make service of such notices as may be necessary or proper; shall supervise the keeping of the books of this corporation; and shall discharge such other duties as pertain to the office or

as prescribed by the Board of Directors. In case of the absence or disability of the Secretary or his or her refusal or neglect to act, notices may be given and served by the Chair , or by the Vice Chair or by any person thereunto authorized by the Chair , or by the Vice Chair or by the Board of Directors.

**Section 8. Treasurer.**

The Treasurer shall serve as the chief financial officer of the corporation and shall supervise the deposit of all funds of this corporation in such bank or banks as may be designated by the Board of Directors. Such funds shall be paid out only on the check of this corporation signed as directed by the Board of Directors. The Treasurer shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

**ARTICLE VII  
INDEMNIFICATION**

**Section 1. Right of Indemnity.**

To the fullest extent permitted by law, the 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 an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses", as used in these Bylaws, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

**Section 2. Approval of Indemnity.**

On 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.

**Section 3. Advancement of Expenses.**

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under 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 an undertaking by or on behalf of that person that the advance shall be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

**Section 4. Insurance.**

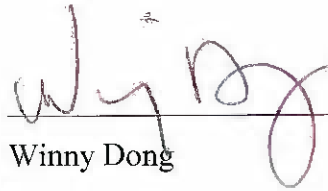
The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Officers, Directors, employees, and other agents, against any liability asserted against or incurred by any Officer, Director, employee, or agent in such capacity or arising out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

**ARTICLE VIII  
AMENDMENT OF BYLAWS**

The Bylaws may be amended or repealed and new Bylaws adopted by the vote of a majority of the members of the Board of Directors at any Directors meeting, except that a Bylaw fixing or changing the number of Directors may be adopted, amended or repealed only by the vote or written consent of two-thirds of the total number of voting members currently on the Board of Directors. In addition, all amendments to the Bylaws require the approval of the University President.

I, the undersigned, do hereby certify that I am the duly elected and acting Secretary/Treasurer of the CAL POLY POMONA FOUNDATION, INC., a California nonprofit corporation, and that the foregoing Bylaws comprising of fourteen (14) pages constitute the Bylaws of the corporation as duly amended at a meeting of the Board of Directors thereof duly held on May 24, 2012.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said corporation this May 24, 2012.



A handwritten signature in dark ink, appearing to read 'Winny Dong', is written over a horizontal line. The signature is stylized and cursive.

Winny Dong

Secretary/Treasurer