

By-Laws

Of

Miramar College Foundation, Inc.

(A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION)

Created on October 19, 1993; Revisions made from recommendations from County Counsel on June 3, 1994 and August 8, 1994, August 16, 1994, November 30, 1998. Amended by the Board of Directors on January 16, 2004; November 30, 2006 and October 13, 2011.

**BY-LAWS OF THE
MIRAMAR COLLEGE FOUNDATION, INC.
(A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION)**

ARTICLE 1- ORGANIZATION

A. Name

The name of this corporation is: Miramar College Foundation, Inc. and the corporation shall hereafter be referred to as Miramar College Foundation.

B. Purpose

The primary purpose of the Miramar College Foundation is to promote the welfare of San Diego Miramar College and supplement its programs and activities.

C. Offices

The principal office of the Miramar College Foundation shall be located at San Diego Miramar College, 10440 Black Mountain Rd, in the City of San Diego, County of San Diego. The Miramar College Foundation may have such other offices, either within or without the County of San Diego, State of California, as the Board of Directors may determine or as the affairs of the Miramar College Foundation may require from time to time.

D. Nonprofit Status

1. The Miramar College Foundation is organized and operated exclusively for educational purposes within the meaning of section 501(c) (3) of the Internal Revenue Code of 1986. Notwithstanding any other provision of these articles, Miramar College Foundation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and the Miramar College Foundation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1986, or by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986.
2. No substantial part of the activities of Miramar College Foundation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue Code of 1986, and Miramar College Foundation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office.

E. Property

The property of Miramar College Foundation is irrevocably dedicated to educational purposes and no part of the net income or assets of Miramar College Foundation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the Miramar College Foundation, its assets, remaining after

payment or provision for payment, of all debts and liabilities of the Miramar College Foundation shall be distributed to the San Diego Community College District, a public community college district, which is organized and operated exclusively for educational purposes.

ARTICLE II BOARD OF DIRECTORS

A. Powers

Subject to limitations imposed by law, the Articles of Incorporation or these By-laws, the activities and affairs of the Miramar College Foundation shall be conducted and all corporate powers shall be exercised by, or under the direction of, the Board of Directors.

B. Directors

1. Number and Class of Voting Directors. The number of voting Directors shall be a minimum of eleven; six of whom shall be classified as Public Directors, and five are College Directors. All such Directors will have voting privileges.

2. Public Directors. Public Directors are not employees of the San Diego Community College District working for Miramar College.

3. College Directors. Five of the Directors shall be College Directors. One College Director will serve on the Board by appointment by the President of Miramar College. The remaining four College Directors shall be ex-officio members who serve on the Board by virtue of their position at Miramar College, and shall be comprised of:

- a. Director of Development and Entrepreneurship
- b. President of the Academic Senate or designee
- c. President of the Classified Senate or designee
- d. President of the San Diego Miramar College Associated Student Government or designee.

4. Non-Voting Members. The President of San Diego Miramar College and the Public Information Officer (PIO) are ex-officio members of the Board and may vote upon approval of the Board of Directors at any given meeting. The President of San Diego Miramar College and the PIO shall have the same rights, duties and privileges as other directors of Miramar College Foundation. The President of San Diego Miramar College and the PIO shall not have voting privileges, except as a member of committees.

5. Appointment of Public Directors. Candidates for the position of Public Director shall be interviewed by the President of Miramar College and the President of the Miramar College Foundation; candidates will then be proposed to the Board of Directors for approval vote. The successful candidate who acquires a majority approval will be extended a formal invitation by the President of Miramar College and the President of the Miramar College Foundation to attend the next meeting for a confirmation vote.

6. Term of Service. Each Public Director shall hold a term for three years or until a successor has been selected and qualified.

7. Honorary Directors. At the discretion of the Board of Directors, Honorary Directors may be selected by a majority vote of the directors present at any meeting. The Honorary Directors will be selected in recognition of their benefit to the Miramar College Foundation including community organizations, elected officials and businesses. Such appointments have no voting rights. Honorary Board members contribute their name and influence to further the goals of the Miramar College Foundation and may attend all Board meetings and functions.

8. Appointment of Advisers. At the discretion of the Board of Directors, Advisers may be selected by a majority vote of the directors present at any meeting. An advisor to the Board of Directors shall be a resource to promote the programs and activities of the Board and may engage in all Board discussion. The term of an adviser to the board will be established by a majority vote of the Board.

C. Role and Responsibility of Directors

Voting Directors are relied upon to participate in all Board sponsored activities and events. Directors are expected to attend every regularly scheduled meeting and support Board sponsored activities and events. A proxy may be appointed when a voting Board member is unable to attend a meeting. A successful director will generate ('give or get') financial support of \$1,000.00 annually or provide equivalent time and service for the endeavors of the Foundation

D. Rights of Directors

Every director shall have the absolute right at any reasonable time to inspect the Miramar College Foundation's books, records, documents of every kind and physical properties, if any. The right of inspection includes the right to copy and make extractions of documents.

E. Removal of Directors

A director may be removed from office by an affirmative vote of a majority of the voting Board of Directors.

F. Vacancies

Any vacancy in the Board of Directors shall be filled by a vote of the Board of Directors, in accordance with the number and classification of directors provided in this document.

G. Compensation

Directors shall not receive any compensation for their services; however the Board of Directors may approve the reimbursement of a director's actual and necessary expenses incurred in the conduct of the Miramar College Foundation business.

H. Place of Meeting

The Board of Directors shall meet at San Diego Miramar College, 10440 Black Mountain Road, in the City of San Diego, State of California, the registered office of the Miramar

College Foundation in the State of California, or at such other location as designated by the Board of Directors.

I. Regular Meetings

Regular meetings of the Board of Directors shall be held at San Diego Miramar College, 10440 Black Mountain Road, in the City of San Diego, State of California. The Board of Directors shall adopt a resolution stating the time and place for holding regular meetings. At least one regular meeting shall be held each quarter of the year.

J. Special Meetings

Special meetings of the Board of Directors may be called by the President of Miramar College Foundation, the Vice President and/or two Directors. Notice of Special meetings shall be given at least 48 hours previously via personal delivery, mail, telephone or other electronic transmission such as facsimile or email before the time set for the meeting.

K. Meetings to Be Open

All meetings of the Board of Directors are open to the public. Notice of all meetings shall be clearly posted in a public area of the San Diego Miramar College, 10440 Black Mountain Road, San Diego, 92126.

L. Electronic Meetings

For the purpose of approving the submission of proposals or other organizational goals when time limitations hinder a special meeting of the Board of Directors, electronic notification and approval is permissible. In such instances deemed necessary by the President of the Foundation all voting members will be provided an email, facsimile or comparable electronic notice, outlining the Board Action to be taken and allowing all voting directors 72 hours to provide an electronic reply. If the President receives a two-third ($\frac{2}{3}$) approval vote the action will be implemented. All action items deemed necessary for an electronic vote will be placed on the agenda of the next meeting of the Board of Directors. At such time a confirmation vote will be taken for the primary purpose of providing public review of the Board deliberations. If the confirmation vote lacks a two-third approval the Board shall take all reasonable steps to resolve the action.

M. Quorum

A majority of the Board of Directors shall constitute a Quorum of voting members for the transaction of business at any meeting of the Board. 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 remaining quorum for the meeting, unless a greater number is required by law or by these by-laws.

N. Conflict of Interest

Except as provided in Education Code Sections 72678 and 72679, no member of the Board of Directors shall be financially interested in any contract or other transaction entered into by the

Board, and any contract or transaction entered into in violation of this is void. No member of the Board of Directors may use information, not a matter of public record, obtained by reason of Board membership for personal pecuniary gain.

ARTICLE III – OFFICERS

A. Officers

The officers of the Miramar College Foundation shall be a president, a vice-president, a secretary; a treasurer and such other officers as may be elected in accordance with the provision of this article. The Board of Directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority to perform the duties prescribed, from time to time, by the Board of Directors. A Director may not hold more than one office at a time. Neither the secretary nor the treasurer may serve concurrently as the president.

1. Qualifications, Elections, and Term. The officers of the Miramar College Foundation shall be voting Directors elected by the Board of Directors. New offices may be created and filled at any meeting of the Board of Directors.

B. President

The president of the Miramar College Foundation shall be the principal executive officer of the Miramar College Foundation and shall in general supervise and control all of the business and affairs of the Miramar College Foundation. The president shall preside at all meetings of the Board of Directors. The president may sign, co-signed by the treasurer or designee, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have 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 By-laws or by statute to some other officer or agent of the Miramar College Foundation; and in general the president shall perform all duties incident to the office of the president and such other duties as may be prescribed by the Board of Directors from time to time.

C. Vice-President

In the absence of the president or in the event of the president's inability or refusal to act, the vice-president/secretary of the Miramar College Foundation shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice-president/secretary shall perform such other duties as from time to time may be assigned by the president or by the Board of Directors.

D. Secretary

The secretary shall ensure the minutes of the meetings of the Board of Directors are maintained in one or more books provided for that purpose; that all notices are duly given in accordance with the provisions of these By-laws or as required by law; the seal of the Miramar College Foundation is affixed to such papers and instruments as may be required in the notices as may be necessary or proper; and in general oversee all duties incident to the office of secretary and such other duties as from time to time may be assigned by the president or by the Board of Directors.

E. Treasurer

The treasurer shall be a college staff member and give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine the premium for such bond to be paid for by the Miramar College Foundation. The treasurer shall have charge and custody of and be responsible for all funds and securities of the Miramar College Foundation; receive and give receipts for monies due and payable to the Miramar College Foundation from any source whatsoever, and deposit all such monies in the name of the Miramar College Foundation in such banks, trust companies, or other depositories as shall be selected by the Treasurer; and in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him/her by the president of the Miramar College Foundation.

F. Assistant Treasurers and Assistant Secretaries

If one or more are appointed, the assistant treasurers, shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of directors shall determine, the premiums for such bond or bonds to be paid by the Miramar College Foundation. The assistant treasurers and assistant secretaries, in general, shall perform such duties as shall be assigned to them by the treasurer or the secretary or by the Board of Directors.

G. Removal

Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Miramar College Foundation would be served

H. Vacancies

A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.

ARTICLE IV – COMMITTEES

A. Appointment, Chairman and Membership

The president shall appoint special committees as directed by the Board of Directors. The president shall appoint one member of the committee as chair of the committee. The president, vice-president and secretary shall be ex officio members of all committees.

B. Vacancies and Removal

Vacancies in the membership of any committee shall be filled by the president of the Board of Directors who shall also have power to remove any member of any committee for any reason whatsoever.

C. Quorum

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum.

ARTICLE V- FISCAL

A. Unrestricted Fund

All funds collected pursuant to Article V herein shall be known as the Miramar College Foundation, Inc. Unrestricted Fund. Said fund shall be deposited in an account with such depository or depositories as selected by the treasurer. No disbursements shall be made from the unrestricted fund unless authorized by the Board of Directors.

B. Contracts, Checks, and Gifts

1. **Contracts.** The Board of Directors may authorize any officer or officers, president, vice-president, secretary, or treasurer, agent or agents, of the Miramar College Foundation, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Miramar College Foundation, and such authority may be general or confined to specific instances.
2. **Checks.** All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Miramar College Foundation, shall be signed by such officer or officers, agent or agents of the Miramar College Foundation and in such manner as shall, from time to time, be determined by resolution of the Board of Directors, such instruments shall, unless otherwise determined, be signed by the treasurer, and countersigned by the president of the Miramar College or the president's designee.
3. **Gifts.** The Board of Directors may accept on behalf of the Miramar College Foundation any contribution, gift, bequest, or devise which shall be added to the Unrestricted Fund. The Board of Directors will determine distribution or sale of any property donated to the Miramar College Foundation.

C. **Fiscal year.** The fiscal year of the Miramar College Foundation shall begin on the first day of July and end on the last day of June in each year.

D. Annual dues

There are no dues.

E. Books and Records

The Miramar College Foundation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors, and committees having any of the authority of the Board of Directors. Every director shall have the absolute right at any reasonable time to inspect the corporation's books, records, documents of every kind and physical properties, if any. The right of inspection includes the right to copy and make extractions of documents.

ARTICLE VI – SEAL

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle having on its circumference the words, “The Miramar College Foundation, Inc.”, and within the circle the dates of incorporation or similar.

ARTICLE VII – PARLIAMENTARY AUTHORITY

The rules contained in Robert’s Rules of Order, latest edition, shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with the Articles of Incorporation or these By-laws.

ARTICLE VIII – WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Nonprofit Public Benefit Corporation Law of California or under the provisions of the Articles of Incorporation or the By-laws of the Miramar College Foundation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. This Article shall not apply to notices required by Chapter 9 (commencing with Section 54950) of Part 1 of the Government Code.

ARTICLE IX –RIGHT OF INDEMNITY

To the fullest extent permitted by law, the Miramar College Foundation shall indemnify its directors, officers, employees, and other persons described in Corporation Code section 5238(a), 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 Miramar College Foundation, by reason of the fact that the person is or was a person described in that section. On written request to the Board by any person seeking indemnification under Corporation Code sections 5238(a) or 5238(c), the Board shall promptly determine under Corporation Code section 5238(e) whether the applicable standard of conduct set forth in sections 5238(b) or 5238(c) has been met and , if so, the Board shall authorize indemnification. 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 this section in defending any proceeding covered by this sections shall be advanced by the Miramar College Foundation before final disposition of the proceeding, on receipt by the Miramar College Foundation of an undertaking by or on behalf of that person that the advances will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Miramar College Foundation for those expenses.

ARTICLE X – INSURANCE

The Miramar College Foundation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its directors, officers, employees and other agents, against any

liability asserted against or incurred by any director, officer, employee, or agent in such capacity or arising out of the director's, officer's, employee's, or agent's status as such.

ARTICLE XI – ANNUAL REPORT

The Board of Directors shall report annually its administration of the UNRESTRICTED FUND. Such report, or a summary thereof, shall be provided to the president of San Diego Miramar College and be published in such organization publications as the Board of Directors shall designate.

ARTICLE XIV - AMENDMENT

With the exception of a change in the By-laws setting forth the number and designation of directors, these By-laws may be altered, amended,, or repealed, and new By-laws be adopted by a majority of the directors present at any regular or special meeting of the Board of Directors at which a quorum is present, if at least ten (10) working days written notice is given of intention of alter, amend, or repeal, or to adopt new By-laws at such a meeting.

CERTIFICATION

We the undersigned, being the directors of the Miramar College Foundation, Inc., a corporation incorporated, organized and existing within the laws of the State of California do hereby certify that the above foregoing by-laws were duly adopted as the by-laws of the Miramar College Foundation on the 19th day of October, 1993, and amended on the 3rd day of June, 1994, and amended on the 8th day of August, 1994, and amended on the 16th day of August 1994, and amended on the 30th day of November 1998, and amended on the 16th day of January, 2004, and amended on the 30th day of November 2006 and amended on the 13th day of October 2011.



Name

Signature

Martin Hight
Martin Hight, President, Public Director

Brett Bell
Brett Bell, College Director

Howard Schuler, Public Director

Sandi Trevisan, College Director

Mike Johnson, Public Director

Joan Thompson, College Director

Tony Pizarro, Public Director

Lynne R. Campbell, College Director

Sarah Yang, Public Director

Victor Bohm, Associated Student Council Director

Lisa Curtin, Public Director

Patricia Hsieh, President of Miramar College