

**BYLAWS OF
THE SHASTA COLLEGE FOUNDATION
(APPROVED November 18, 2019)**

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BYLAWS OF
THE SHASTA COLLEGE FOUNDATION
A California Nonprofit Public Benefit Corporation

ARTICLE I

NAME

The name of this organization shall be THE SHASTA COLLEGE FOUNDATION
("Foundation").

ARTICLE II

OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office for the transaction of the business of this organization ("principal executive office") is located at 11555 Old Oregon Trail, Redding, County of Shasta, California. The mailing address is P.O. Box 496006, Redding, California 96049-6006. The Directors may change the principal office from one location to another. Any change of this location shall be noted by the Secretary/Treasurer on these bylaws opposite this Section, or this Section may be amended to state the new location.

SECTION 2. OTHER OFFICES

The board of Directors ("Board") may at any time establish branch or subordinate offices at any place or places where the organization is qualified to do business.

ARTICLE III

OBJECTIVES OF THE SHASTA COLLEGE FOUNDATION

The objectives of this organization are to operate exclusively for charitable purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code, including the making of distributions to organizations, primarily Shasta College, that qualify as exempt organizations under Section 501(c)(3) of such Code.

ARTICLE IV

PURPOSES OF THE SHASTA COLLEGE FOUNDATION

The specific and primary purposes of The Shasta College Foundation ("Foundation") shall be to provide assistance to Shasta College in the form of student financial aid, enhancement of college

facilities and programs, and services to the students, staff and faculty. Activities of the Foundation include, but are not limited to the following:

- i. To solicit, collect and receive endowments, devises, bequests, gifts and donations of all kinds or property for its own use, or in trust, for carrying out, or which would assist in carrying out, the objectives and purposes of the Foundation; and to do all things and acts necessary or proper to carry out each and all of the purposes and provisions of such endowments, devises, bequests, gifts and donations, with full power to mortgage, sell, lease, or otherwise deal with or dispose of the same in accordance with the terms of the particular endowment, devise, bequest, gift or donation.
- ii. To do any other act or thing and to engage in and carry on any other activity in any manner connected with or incidental to, or calculated to promote, assist, aid, or accomplish any of the aforesaid purposes, and for the purpose of maintaining, attaining or furthering the same, to exercise all or any of said powers, whether as principal, agent, or otherwise, and whether alone or with others, and to have and exercise all other rights, powers, and privileges now or hereafter belonging to or conferred upon corporations organized under the provisions of the Corporations Law of the State of California as it applies to nonprofit corporations, including, but not limited to, the following:
 - a. To purchase, lease, or acquire, by gift or otherwise, and to hold, own, maintain, alter, lease, improve, sell, convey, mortgage, pledge, or otherwise dispose of or encumber real and personal property of every kind and character, or any interest therein;
 - b. To buy bonds and own, hold, vote, encumber, pledge, mortgage, or sell shares of capital stock in any and all other corporations;
 - c. To borrow money, give promissory notes, or bonds therefor, and secure the payment thereof by mortgage or deed of trust upon property, real or personal.
- iii. To engage in such activities and conduct such activities in such manner as to maintain and preserve its exemption from income taxes imposed by the United States Government and the State of California, to the fullest extent possible under the law.
- iv. To foster and organize Regents and Regent Committees as outlined in Article XI to support and promote Shasta College and help the Foundation achieve its goals and objectives.
- v. To receive and manage private funds or properties donated to Shasta College.

Notwithstanding any of the above statements of purposes and powers, the Foundation shall not engage in activities which in themselves are not in furtherance of the purposes set forth in this Article IV.

ARTICLE V

NONPARTISAN ACTIVITIES

The Foundation has been formed under the California Nonprofit Public Benefit Corporation laws for the public purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Foundation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the Foundation shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office or for or against any cause or measure being submitted to the people for a vote. The Foundation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

ARTICLE VI

DEDICATION OF ASSETS

The properties and assets of this nonprofit corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of this Foundation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any Director of this Foundation. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to charitable purposes, provided that the organization continues to be dedicated to the exempt purposes as specified in Internal Revenue Code Section 501(c)(3).

ARTICLE VII

MEMBERS AND ORGANIZATION

The Foundation may offer a General Membership to donors; however, the General Membership will not have any powers of voting in the Foundation, and will be advisory only. General Members may serve on ad hoc committees or as Regents as set forth in these bylaws.

ARTICLE VIII

DIRECTORS

SECTION 1. POWERS

- i. General Corporate Powers. Subject to the provisions of the California Corporations Law as they apply to nonprofit corporations, and any limitations in the articles of incorporation, these bylaws, any agreement between the Foundation and Shasta College, and the College's implementing regulations, the business and affairs of the Foundation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

- ii. Specific Powers. Without prejudice to these general powers, and subject to the same limitations, the board shall have the power to:
- a. Select and remove all officers, agents, and employees of the Foundation including the Executive Director position with or without consultation with the District; prescribe any powers and duties for them that are consistent with law, with the articles of incorporation, and with these bylaws; and fix their compensation.
 - b. Change the principal executive office or the principal business office in the State of California from one location to another; cause the Foundation to be qualified to do business in any other state, territory, dependency, or country and conduct business within or outside the State of California.
 - c. Adopt, make, and use a corporate seal and alter the form of the seal and certificate. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.
 - d. The Board of Directors, on behalf of the Corporation and in furtherance of its proper purposes, may incur such indebtedness, may issue bonds, notes, debentures and other evidences of indebtedness of the Corporation, may secure by mortgage, transfer in trust, pledge or other encumbrance of the whole or any part of the assets of the Corporation, may establish funds and make other provisions for the payment of such indebtedness and interest thereon, and may otherwise act or enter into other agreements in connection therewith, in each case as shall be deemed necessary or appropriate by the Board of Directors establish grant-making procedures.
 - e. Appoint General Members and Regents.
 - f. Manage the affairs of the Foundation and adopt policies and procedures to that effect.

SECTION 2. NUMBER AND QUALIFICATION OF DIRECTORS

The Board shall consist of not less than seven (7) Directors, unless changed by amendment to these bylaws and the Articles of Incorporation. One of the Directors shall be a current trustee of the Shasta-Tehama-Trinity Joint Community College District, and shall be selected by the Board of Trustees of the College District at their annual organization meeting. One of the Directors shall be the Superintendent/President of the Shasta-Tehama-Trinity Joint Community College (an ex officio non-voting member), however, this Director shall not count towards the minimum number of Directors required for a quorum. All other Directors shall be appointed by the Board and shall have connection and commitment to the college district and its communities. Not more than 49 percent of the persons serving on the Board may be an “interested person” as defined by section 5227 of the State of California Corporations Code.

The Directors will elect a President, Vice President, and Secretary/Treasurer as set forth in Article X, Section 1 of these bylaws.

SECTION 3. ELECTION AND TERM OF OFFICE OF DIRECTORS

Excluding the Board Member appointed by the Shasta College Board of Trustees whose term shall be an annual term and the Superintendent/President whose term shall follow the appointed position, the term of each Director shall be three years. The terms of the other Directors shall be staggered with at least two Directors' terms expiring each third year. There will be no limitations on the number of terms served by Directors. Each Director, including a Director appointed to fill a vacancy or elected at a special meeting, shall hold office until expiration of the term for which appointed, and until a successor has been appointed and qualified. If a Director leaves the Board midterm, the replacement Director when appointed shall conform to the same term of office as the Director they replaced.

SECTION 4. VACANCIES

Vacancies may occur for the following reasons:

- i. Events Causing Vacancy. A vacancy or vacancies in the Board shall be deemed to exist on the occurrence of the following: (a) the death, resignation, or removal of any Director; (b) the declaration of resolution of the Board of a vacancy of the office of a Director who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under California Corporations Code Sections 5230 and following pertaining to Nonprofit Corporations, or (c) the increase of the authorized number of Directors.
- ii. Resignations. Except as provided in this paragraph, any Director may resign, which resignation shall be effective on giving written notice of to the President of the Board, the President, the Secretary/Treasurer, or the Board, unless the notice specifies a later time for the resignation to become effective. If the resignation of a Director is effective at a future time, the Board may elect a successor to take office as of the date when resignation becomes effective. No Director may resign when the Foundation would then be left without at least one duly elected Director in charge of its affairs.
- iii. No Vacancy on Reduction of Number of Directors. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

SECTION 5. PLACE OF MEETINGS AND MEETINGS BY COMMUNICATION DEVICES

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

Code.) If, by reason of fire, flood, earthquake, or other emergency, it shall be unsafe to meet in the place designated, the meetings shall be held for the duration of the emergency at the place designated by the President of the Board or his or her designee in a notice to the local media that have requested notice pursuant to Section 54956, by the most rapid means of communication available at the time.

SECTION 6. MEETINGS – TYPE AND NOTICE

Notices and agendas of Board meetings shall be given and posted in accordance with California Government Code sections 54950 and following (Brown Act).

The Board shall hold regular meetings and annual meetings, or special meetings as discussed below:

- i. Annual and biennial meetings shall occur as follows:
 - a. The Board shall hold an annual meeting for the purpose of organization, selections of Directors and officers, and the transaction of other business. Annual meetings shall be held with notice as required for regular meetings of the Board in the second quarter of each fiscal year.
 - b. The Board shall also hold a biennial meeting on even numbered calendar years for all Regent Committees to provide an overview of the Foundation to the Regents to share programs between Regent Committees and to provide an update on Shasta College, its capital program and its existing and proposed programs. This meeting shall be held in the third quarter of the applicable year. Each Regent Committee shall be given an opportunity to show what it has accomplished and what it hopes to accomplish at this meeting.
 - c. Regular Meetings of the Board shall be held quarterly. Notice shall be given by posting an agenda 72 hours in advance of the meeting in a place freely accessible to members of the public. The notice shall be posted in a prominent location used by the college for meeting notices. The notice shall give a brief description each item of business to be transacted or discussed by the Board including closed session items and the time and place of the meeting. Posting of meeting notices shall conform to Section 54954.2 of the California Government Code. A regular meeting may be combined with an annual meeting.
- ii. Special Meetings of the Board shall occur under the following conditions:
 - a. Authority. Authority to call special meetings of the Board for any purpose may be called at any time by the President or majority of the Board pursuant to Section 54956 of the State of California Government Code.
 - b. Manner of Giving Notice. Notice of the time and place of special meetings shall be given to each Director by one of the following methods: (a) by personal

delivery or written notice; (b) by first-class mail, postage prepaid; (c) by fax (Gov. Code sec. 54956(a) requires written notice), either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate such notice promptly to the Director; (d) by e-mail to the Director's email address on file; or (e) by any other appropriate form of written electronic communication. All such notices shall be given or sent to a Director's address as shown on the records of the Foundation and shall be received at least 24 hours before the time of the meeting as specified in the notice [Govt. Code 54956 – Note: Written notice may be waived in writing by a Director and may be dispensed with as to any Director present at the time the meeting convenes pursuant to Section 54956 of the California Government Code].

- c. Time Requirements. Notices sent by first class mail shall be deposited into a United States mail box at least four (4) days before the time set for the meeting. Notices given by personal delivery or electronically shall be delivered, telephoned, or sent electronically at least twenty-four (24) hours before the time set for the meeting.
 - d. Notice Contents. The Notice shall state the time, place and business to be transacted or discussed at the meeting. Notice of Special meetings shall be posted at least 24 hours prior to the special meeting in a location that is freely accessible to members of the public pursuant to Section 54956(a) of the California Government Code.
- iii. Meetings of standing committees of the Board shall meet the same notice requirements as required for regular meetings.
 - iv. The Board may hold closed sessions subject to the provisions of Section 54954.2 and Sections 54954.5-54957.10 or other applicable provision of the State of California Government Code. If a closed session is held, the Board shall publically report any action taken in closed session and the vote or abstention on that action of every member of the Board to the extent required by law. If an item is to be considered in closed session, it shall be first disclosed in open session prior to discussion in closed session along with the applicable code allowing such discussion as required by law.
 - v. Every agenda for regular meetings of the Board shall provide for an opportunity for members of the public to address the Board on matters within the jurisdiction of the Board; however, no action shall be taken on an item not appearing on the agenda pursuant to Section 54954.2(a)(2) of the California Government Code.

SECTION 7. QUORUM AND VOTING

Excluding the Superintendent/President, a majority of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 9 of this Article VIII. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, subject

to the provisions of the California Corporations Law as it applies to nonprofit organizations, especially those provisions relating to (i) approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (ii) appointment of committees, and (iii) indemnification of Directors. 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 that meeting. Each Director shall have one vote on each matter presented to the Board for action. No Director may vote by proxy

SECTION 8. WAIVER OF NOTICE

Even if a Director waives 24 hour written notice of a special meeting pursuant to Section 54956 of the California Government Code, the meeting shall still be noticed as required by the California Government Code.

SECTION 9. ADJOURNMENT

A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place pursuant to Section 54953 of the California Government Code.

SECTION 10. NOTICE OF ADJOURNMENT OR CONTINUENCE

A copy of the order or notice of adjournment or continuance shall be conspicuously posted on or near the door of the place where the regular, adjourned regular, special meeting or adjourned special meeting was to be held within 24 hours of the adjournment. The notice shall state the time and place the adjourned meeting is to be held or a continued meeting shall be reconvened pursuant to Government Code Sections 54955 or 54955.1 as applicable. When a regular or adjourned meeting is adjourned or continued, the resulting meeting is a regular meeting. Personal notice of the time and place shall also be given before the time of the adjourned or continued meeting to the Directors who were not present at the time of the adjournment.

SECTION 11. ACTION WITHOUT MEETING

The Board shall not take action on any item without notice as required by the California Government Code.

SECTION 12. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President of the Board, or, in his or her absence, by the Vice President of the Corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the Directors present at the meeting. The Secretary/Treasurer of the Corporation shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary/Treasurer of the meeting.

SECTION 13. REIMBURSEMENT OF EXPENSES

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

SECTION 14. INDEMNIFICATION OF DIRECTORS AND OFFICERS

- i. Indemnification. Subject to paragraph 6, below, to the fullest extent permissible under California law, and, to the extent authorized by the Articles of Incorporation, the Foundation shall indemnify its Directors and officers against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them as provided by Section 5238 of the California Corporations Code in connection with any proceeding, including an action by or in the right of the Foundation, by reason of the fact that such Director or officer is or was serving as a Director, officer, trustee, employee or agent of the Foundation, or is or was serving at the request of the Foundation as a Director, officer, trustee, employee or agent of another corporation, or of a partnership, joint venture, trust or other enterprise (including service with respect to employee benefit plans). To the fullest extent permissible under California law, expenses incurred by a Director or officer seeking indemnification under this Bylaw in defending any proceeding shall be advanced by the Foundation as they are incurred upon receipt by the Foundation of an undertaking by or on behalf of the Director or officer to repay such amount if it shall ultimately be determined that the Director or officer is not entitled to be indemnified by the Foundation for those expenses. (Corp. Code § 5238g). The rights granted by this Bylaw are contractual in nature and, as such, may not be altered (other than prospectively in connection with acts and liabilities not occurring or arising prior to the date of alteration) with respect to any present or former Director or officer without the written consent of the person. No Director shall be personally liable for the debts, liabilities, or other obligations of the Foundation.
- ii. Procedure. Upon written request to the Board by a person seeking indemnification under this Bylaw, the Board shall promptly determine whether the applicable standard of conduct has been met and, if so, the Board may 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 the proceeding, then, upon written request by the person seeking indemnification, independent legal counsel (by means of a written opinion obtained at the Foundation's expense) shall determine whether the applicable standard of conduct has been met and, if so, shall authorize indemnification.
- iii. Definitions. The term "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative. The term "expenses" includes, without limitation, attorneys' fees and any expenses of establishing a right to indemnification.

SECTION 15. DIRECTOR QUALIFICATIONS AND EXPECTATIONS

- i. All Directors must possess the following qualifications:
 - a. Ability and willingness to commit the necessary time to attend Board and committee meetings.
 - b. Personal reputation and integrity generally recognized by others.
 - c. Commitment to enhancing the mission, goals and programs of Shasta College, the Foundation, and the reputation of the College in the community.
 - d. Awareness and access to individuals and organizations which can be encouraged to support the Foundation and the College.
 - e. Experience in professional areas and interest in charitable activities.
 - f. Ability to make significant contributions to the work of the Board and the progress of the Foundation.
- ii. All Directors are expected to:
 - a. Support the Foundation's mission, purposes, goals, policies, and programs while knowing its strengths and needs.
 - b. Attend Board and committee meetings, review the related meeting materials prior to the meetings, and be ready to actively participate in discussions.
 - c. Inform the Executive Director if he or she will not be able to participate in a Board meeting.
 - d. Serve actively on at least one committee.
 - e. Attend Board retreats, in-service workshops and other Board development activities.
 - f. Attend activities and events sponsored by the Foundation and contribute whenever possible.
 - g. Maintain confidentiality of the Board's executive sessions and speak for the Board or the Foundation ONLY when authorized to do so by a majority of the Board.
 - h. Never accept (or offer) favors or gifts from (or to) anyone who does business with the Foundation.

- i. Carefully read and understand the Foundation's financial statements and otherwise help the Board fulfill its fiduciary responsibility.
- j. Assist the Foundation by implementing fundraising strategies.
- k. Participate actively in all Foundation fundraising special events, programs, and activities.
- l. Suggest possible nominees to the Board who are individuals of achievement who can make significant contributions to the work of the Board and the progress of the Foundation.

ARTICLE IX

COMMITTEES

SECTION 1. COMMITTEES OF DIRECTORS

The Board may, by resolution adopted by a majority of the Directors then in office, designate one or more committees, each consisting of two (2) or more Directors, to serve at the pleasure of the Board. Any committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

- i. Take any final action on matters which, under the Nonprofit Corporation Law of California, also requires approval of the Board;
- ii. Fill vacancies on the Board or in any committee which has the authority of the Board;
- iii. Fix compensation of the Directors for serving on the Board or on any committee;
- iv. Amend or repeal bylaws or adopt new bylaws;
- v. Amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;
- vi. Appoint any other committees of the Board or the members of these committees;
- vii. Expend corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected;
- viii. Approve any transaction (a) to which the Foundation is a party and one or more Directors have a material financial interest; or (b) between the Foundation and one or more of its Directors or between the Foundation or any person in which one or more of its Directors have a material financial interest.

SECTION 2. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, and held and taken in accordance with, the provisions of Article VIII of these bylaws, concerning meetings of Directors, with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the Board and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board. Notice of special meetings shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Summary minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board may adopt rules for the government of any committee not inconsistent with the provisions of these bylaws.

SECTION 3. STANDING COMMITTEES

Just those listed below if needed.

If established by the Board, Standing Committees may include, but shall not be limited to the following:

- i. Board Governance dealing with Board policies and procedures, nomination of Directors, recruitment of Regents and members, and recognition of former Board members, or people and organizations that have donated to the Foundation.
- ii. Executive Committee dealing with preparation of an annual budget, employment agreements, support service contracts, agenda preparation and related topics. This Committee shall consist of the President, Vice President, Secretary/Treasurer in consultation with the Executive Director.

SECTION 4. AD HOC ADVISORY AND TEMPORARY COMMITTEES

The Board may also appoint one or more ad hoc or temporary advisory committees dealing with a specific topic or task. The following committees, if appointed, shall consist of at least two and less than a quorum of Directors along with members of Regent Committees, General Members or persons deemed to have expertise in the area of interest. Such ad hoc committees shall expire within one year after appointment unless their timeline is extended by the Board. These committees are advisory and may address, but are not limited, to the following topics:

- i. Investment and Finance. A committee shall advise the Board regarding investment of the Foundation's funds and other investment policies and coordinate independent audits.
- ii. Planning. A committee to develop long term capital plans, resource allocation plans, community surveys, and related efforts to support the mission of Shasta College and the Foundation.

- iii. Resource Development. A committee to develop fundraising strategies and community marketing for the Foundation, to implement and define alumni relations and to assist in grant strategies.

ARTICLE X

OFFICERS

SECTION 1. OFFICERS

The officers of the Corporation shall be a President, a Vice President, a Secretary/Treasurer. These officers shall be selected at the annual meeting of the Board every year. The Corporation may also have such subordinate officers, including one or more assistant secretaries and assistant financial officers, as the Board of Directors, in its discretion, may appoint. Only Directors shall be qualified to hold the office of President, Vice President or Secretary/Treasurer. The Executive Director is an ex officio officer with no voting privileges.

SECTION 2. ELECTION OF OFFICERS

The officers of the Foundation, except those appointed in accordance with the provisions of Section 3 of this Article X, shall be chosen by the Board, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment.

SECTION 3. SUBORDINATE OFFICERS

The Board may appoint, and may authorize the President of the Board or another officer to appoint any other officers that the business of the Foundation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in the bylaws or as determined from time to time by the Board. Such additional officers shall not be voting members of the Board.

SECTION 4. REMOVAL OF OFFICERS

Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by a majority vote of the Board, at any duly noticed regular or special meeting of the Board.

SECTION 5. RESIGNATION OF OFFICERS

Any officer may resign at any time by giving written notice to the Foundation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Foundation under any contract to which the officer is a party.

SECTION 6. VACANCIES IN OFFICES

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these bylaws for regular appointment to that office.

SECTION 7. RESPONSIBILITIES OF OFFICERS

- i. The President shall be the chief executive officer of the Corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be prescribed from time-to-time by the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time-to-time be authorized by the Board of Directors.
- ii. In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.
- iii. Secretary/Treasurer. The Secretary/Treasurer shall attend to the following:
 - a. Book of Minutes. The Secretary/Treasurer shall keep or cause to be kept, at the principal executive office or such other place as the Board may direct, a book of minutes of all meetings and actions of Directors and committees of Directors, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at such meetings, and the proceedings of such meetings.
 - b. Notices. Seal and Other Duties. The Secretary/Treasurer shall give, or cause to be given, notice of all meetings of the Board required by the bylaws to be given. He or she shall keep the seal of the corporation in safe custody. He or she shall have such other powers and perform such other duties as may be prescribed by the Board or by the bylaws.
 - c. Books of Account. The Secretary/Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Foundation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of

account shall be open to inspection by any Director at all reasonable times.

- d. Deposit and Disbursement of Money and Valuables. The Secretary/Treasurer shall deposit or cause to be deposited all money and other valuables in the name and to the credit of the Foundation with such depositories as may be designated by the Board; shall disburse or cause to be disbursed the funds of the Foundation as may be ordered by the Board; shall render or cause to be rendered to the President and Directors, whenever they request it, an account of all of his or her transactions as Secretary/Treasurer and of the financial condition of the Foundation, and shall have other powers and perform such other duties as may be prescribed by the Board or the bylaws.
- e. Bond. If required by the Board, the Secretary/Treasurer shall give the Foundation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of his or her office and for restoration to the Foundation of all its books, papers, vouchers, money, and other property of every kind in his or her possession or control on his or her death, resignation, retirement or removal from office.

SECTION 8 – STAFF AND CONSULTANT SERVICES

The Foundation may hire employees, full or part time or contract for staff services through a services agreement with Shasta College, including but not limited to management, secretarial, accounting, financial services, records management, bookkeeping and property management. The Foundation will retain an auditor to provide the required independent audit and reports. The duties of any employee or staff services shall be spelled out in an employment contract with a job description or a services agreement. Duties generally ascribed to a Foundation Executive Director shall include the following:

- i. Coordinate the preparation and notice of meetings of the Foundation and Board. Maintain the records of the Foundation.
- ii. Coordinate annual fund raising, special events, deferred giving and grants. Monitor and track Foundation grants and expenditures.
- iii. Monitor and track gifts and funds that are accepted by the Foundation that are dedicated to specific purposes.
- iv. Oversee and support the Board on their fiduciary responsibility by providing operational oversight of Foundation records, bookkeeping, audits and accounting of funds collected and disbursed.
- v. Maintain a positive and coordinated relationship between Shasta College and Foundation.

- vi. Represent the Foundation on a day to day basis at the College and with the College Management Team and Board of Trustees.
- vii. Participate in community and public relations activities of the Foundation including Regent Committee activities.
- viii. Provide leadership and teambuilding motivation for staff and volunteers.
- ix. Maintain a donor database and recognition plan, assuring that all gifts and pledge are recorded and acknowledged accurately.
- x. Write, edit and distribute flyers, handouts, newsletters and other appropriate public relations and marketing materials for the Foundation.
- xi. Assist in preparing the annual budget and annual report of the Foundation. Perform such other related duties as may be appropriate.
- xii. Final duties of an Executive Director shall be covered in any employment agreement and shall be based on the hours available. The contract shall also cover total compensation, benefits, specific goals and objectives for the employment period and expectations of the Board.

ARTICLE XI

REGENTS AND REGENT COMMITTEES

The Foundation may create and form Regional and Focused Committees to allow focus on topics the college may want to study, explore and promote. Members of such Regional and Focused Committees shall be referred to as Regents.

SECTION 1 - TERMS, RESIDENCY, AND APPOINTMENT OR REMOVAL OF REGENTS

Regents are community volunteers who are interested in supporting Shasta College programs and activities for a region of the District or an area of interest. Regents shall be recruited by the Executive Director and Regent Committee Chairs. Regent Committees serve at the pleasure of the Board and Regents must reside within the boundaries of the Shasta College Joint Community College District (District). Terms of Regents shall be for three years or the term of the specific committee set up by the Board, whichever expires first. Regents may be appointed to subsequent terms. A Regent appointed to a committee representing an area should reside, own property or work within the area being represented. Regent Committees may include, but are not limited to the following geographic areas and topics:

- i. Shasta County
- ii. Trinity County

- iii. Tehama County
- iv. Multi-County - Within the District
- v. Vocational Education/Economic Development
- vi. University Education
- vii. College Athletics and/or specific fields of study

Regents may be removed from office with or without cause upon the recommendation of the Chairman of the applicable committee and the concurrence of the Executive Director. A Regent that has been removed may appeal that decision to the Board of the Foundation by filing written appeal within 14 days of the notice of removal. The Board shall hear the appeal at a regular or special meeting of the Board within 90 days of receipt of the appeal. The Board may uphold, overturn or take no action on an appeal. If the Board does not take an action on the appeal, the decision of the Chairman and Executive Director shall stand.

SECTION 2 - PURPOSE OF REGENTS AND REGENT COMMITTEES

The purpose of the Regents and Regent Committees is to provide an avenue for people in the service area of the District to help with the growth and expansion of Shasta College and the College's related programs and activities through:

- i. Promoting growth of Shasta College programs and facilities to serve local and regional needs.
- ii. Raising community awareness of Shasta College, its programs, facilities and educational opportunities.
- iii. Supporting efforts of people in the district to better themselves through community college, vocational and college graduate programs and courses.
- iv. Advocating the development of local graduate and post-graduate programs to serve the District's population and graduates through development of shared facilities, extension courses and four-year and graduate studies.
- v. Encouraging community support of college cultural, arts, and sports programs.
- vi. Providing community feedback on College and Foundation Board activities.
- vii. Providing a mechanism to coordinate college education programs with community volunteer organizations to improve the communities served.
- viii. As allowed by law, being a charitable organization for people to contribute to Shasta College's facilities and programs.
- ix. Recognizing the role higher education and vocational training play in the economic development of the region and its communities through job training, regional, and local

marketing, response to lifestyle trend changes, new business startups, business relocations and the College, itself, as an employer and industry.

- x. Recognizing that post-high school education is vital for people in the community to improve themselves through college level courses, specialized training, obtaining required licenses, and certifications, and continuing education.
- xi. Recognizing that community college education is the affordable choice for many people and families and having programs to help people help themselves through education is critical to the well-being of individuals, families, and the region.

In general, Regents act as ambassadors from the community to the Foundation and as ambassadors from the Foundation to the community with feedback to occur.

SECTION 3 – ACTIVITIES

To accomplish its goals, Regents may do any and all of the following subject to prior approval of the Board:

- i. Solicit gifts, bequeaths, and donations to achieve the purposes listed above.
- ii. Develop programs to raise money for college facilities and programs.
- iii. Solicit for and establish scholarships for students to attend college.
- iv. Solicit funding support of college arts, cultural, and sports programs and related facilities.
- v. Create supporting organizations that support the mission of Shasta College and purposes listed above.
- vi. Support the development of facilities associated with or shared with Shasta College for vocational, lifestyle, and advanced education.
- vii. Support the role of college education as a partner in the economic development and wellbeing of Northern California and its communities.
- viii. Other purposes approved by the Foundation Board.

SECTION 4 – MEETINGS

Meetings of active Regent Committees shall be encouraged to meet annually in a location in or near its service area.

SECTION 5 - LIMITATIONS OF REGENTS AND REGENT COMMITTEES

Regents and Regent Committees may not incur debt or monetary and legal obligations for Shasta College or the Foundation, nor may Regents give direction to any Foundation or College employee, consultant, contractor, or service provider unless said employee, contractor, consultant, or service provider is directed to provide services to the Committee by their parent organization. Unless otherwise appointed, Regents are not members of the Foundation Board. Further, Regents and Regent Committees shall not compromise the charitable status of the Foundation Board.

SECTION 6 – FUNDS, GIFTS AND PROPERTY

Subject to the approval of the Board, funds, gifts, property, and other items of value obtained by Regents shall be held by the Foundation for the purpose which it is received. As needed, trust accounts or separate accounts will be created to invest and track revenues and to track expenditures. If such funds, gifts, property or other items are not designated or accepted for a specific purpose, they may be used for general purposes of the Foundation.

ARTICLE XII

RECORDS AND REPORTS

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The Corporation shall keep:

- i. Adequate and correct books and records account;
- ii. Minutes in written form of the proceedings of its Board, and committees of the Board;
- iii. A records of its members (if any), giving their names, addresses, and class of membership.

All such records shall be kept at the Foundation's principal executive office, or if its principal executive office is not in the State of California, at its principal business office in this state.

SECTION 2. INSPECTION BY DIRECTORS

Every Director including the Superintendent/President of the Shasta-Tehama-Trinity Joint Community College District, shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Foundation and each of its subsidiary corporations. This inspection by a Director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

SECTION 3. ANNUAL REPORT

The accounting year shall be July 1 through June 30.

- i. Not later than one-hundred twenty (120) days after the close of the Foundation's fiscal year, the Board shall cause an annual report to be prepared. Such report shall contain the following information in reasonable detail:
 - a. The assets and liabilities, including the trust funds, of the Foundation as of the end of the fiscal year.
 - b. The principal changes in assets and liabilities, including trust funds, during the fiscal year.
 - c. The revenue or receipts of the Foundation both unrestricted and restricted to particular purposes, for the fiscal year.
 - d. The expenses or disbursements of the Foundation, for both general and restricted purposes, during the fiscal year.
 - e. Any information required by Section 4 of this Article.
- ii. The report required by this Section shall be accompanied by any report thereon of independent accountants, or, if there is no such report, by the certificate of an authorized officer of the Foundation that such statements were prepared without audit from the books and records of the Foundation.

SECTION 4. ANNUAL STATEMENT OF CERTAIN TRANSACTIONS

No later than the time the Foundation gives its annual report, and in any event no later than one-hundred twenty (120) days after the close of the Foundation's fiscal year, the Foundation shall prepare a statement of the amount and circumstances of any transaction in which the Foundation, its parent or its subsidiary was a party, and in which any Director or officer of the Foundation, its parent or subsidiary had a direct or indirect financial interest.

ARTICLE XIII

INSURANCE

The Foundation shall have the right to purchase and maintain insurance to the fullest extent permitted by law on behalf of its officers, directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer's, director's, employee's, or agent's status as such.

ARTICLE XIV

CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the above, the masculine gender includes the feminine

and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the Foundation and a natural person.

ARTICLE XV

AMENDMENTS

The Board may adopt, amend, or repeal any bylaw provision. If any provision of these bylaws requires the vote of a larger proportion of the Directors than otherwise required by law, such provision may not be altered, amended or repealed except by a vote of such larger number of Directors. Any change or amendment of these bylaws shall be consistent with State law, if applicable.

CERTIFICATE OF SECRETARY/TREASURER

OF

THE SHASTA COLLEGE FOUNDATION

A California Nonprofit Public Benefit Corporation

I, the undersigned, certify that I am the presently elected and acting Secretary/Treasurer of THE SHASTA COLLEGE FOUNDATION, a California nonprofit public benefit corporation, and the foregoing bylaws, consisting of twenty (20) pages, constitute the bylaws of said Foundation as duly adopted at a meeting of the Board of Directors thereof held on this 18th day of November, 2019.

Mike Mari

Secretary/Treasurer

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