NAPA VALLEY COMMUNITY COLLEGE
DISTRICT AUXILIARY SERVICES FOUNDATION

BYLAWS

ARTICLE I

NAME

The name of the corporation is:

NAPA VALLEY COMMUNITY COLLEGE DISTRICT AUXILIARY SERVICES FOUNDATION

ARTICLE II

PURPOSES

The charitable purpose of this Corporation is to promote and assist the programs of the NAPA VALLEY COMMUNITY COLLEGE DISTRICT AUXILIARY SERVICES FOUNDATION in accordance with the mission, policies and priorities of the District as administered by the District Superintendent.

ARTICLE III

MEMBERSHIP

This Corporation shall have no members.

ARTICLE IV

OFFICES

The principal office of the Corporation in the State of California shall be located in the City of Napa, County of Napa. The Corporation may have such other offices, either within or without the Community of Napa, State of California, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Number of Directors. The Board of Directors shall consist of Five (5) Directors as follows:

A. Superintendent/President, Napa Valley College  
B. Vice President, Napa Valley College Administrative Services  
C. Director, Napa Valley College Institutional Advancement  
D. Two (2) additional members appointed by the Chair of the District Auxiliary Services Foundation, one of whom concurrently serves as a member of the Napa Valley College Foundation Board in a non-officer position.
Section 2. Term of Office of Directors. The officers of the NVC Auxiliary listed in (A) through (C) of Section 1 of this Article shall continue as members of the Board of Directors as long as they hold their respective positions with the District. Upon ceasing to hold such a position with the District, the person who held that position shall cease to be a member of the Board of Directors. The Board of Directors may appoint a person to serve as an interim Director until a successor is appointed to the stated position with the District. Upon being appointed to and assuming one of the positions with the District listed in Section 1 of this Article, that person shall automatically become a member of the Board of Directors. Of the two appointed members described in subsection (D), one shall serve an initial term of one year and one shall serve an initial term of two years, as designed by the Board of Directors. Thereafter, the term of each appointed member shall be two years.

Section 3. Powers of Directors. Subject to limitations impose by law, the Articles of Incorporation or these Bylaws, the activities and affairs of this Corporation shall be conducted, and all corporate powers shall be exercised by or under the direction of the Board of Directors. Without limiting any such power or authority, the Board of Directors shall have the following powers:

A. To determine this Corporation's objectives and formulate plans designed to meet them;
B. To establish policies for administering the affairs of this Corporation;
C. To adopt and control the operating budget and financial plan of this Corporation and assure the conduct of the financial affairs on a responsible basis in accordance with established policies;
D. To control, manage and maintain the property of this Corporation, borrow money for corporate purposes, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, indebtedness and security therefor;
E. To sell any property, real, personal or mixed, owned by this Corporation at any time upon such terms as deemed advisable, at public or private sale for cash or upon credit;
F. To retain uninvested sums received by this Corporation, when in the discretion of the Board of Directors such sums cannot be invested advantageously;
G. To retain all or any part of securities, or property acquired by this Corporation in whatever manner, and to invest and to reinvest any funds held by the Corporation, according to the judgment of the Board of Directors;
H. To invest funds received by this Corporation in such stocks, bonds, mortgages, loans, secured or unsecured, or other investments as the Board of Directors shall deem advisable;
I. To appoint such committees as it deems necessary and to prescribe powers and duties for them; and
J. To select and remove officers of this Corporation and prescribe powers and duties for them.

Section 4. Compensation. Members of the Board of Directors shall serve without compensation, but shall be entitled to reimbursement for actual and necessary expenses incurred in the conduct of the Corporation's business.

Section 5. Manner of Acting. The act of a majority of the Board of Directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors, unless the act of a
greater number is required by law, by the Articles of Incorporation, or by these Bylaws. A majority of the number of Directors authorized in these Bylaws constitutes a quorum of the Board for the transaction of business.

ARTICLE VI

MEETINGS OF BOARD OF DIRECTORS

Section 1. Public Meetings. Pursuant to Education Code section 72674, the Board of Directors shall conduct its business in public meetings in accordance with the provisions of the Ralph M. Brown Act (Chapter 9, commencing with section 54950 of Part 1 of the Government Code).

Section 2. Regular Meetings and Organizational Meetings. Regular meetings of the Board of Directors shall be held in the months of January, April, July, and October, in the Superintendent/President’s Conference Room. The regular meeting held during the month of April of each year shall also constitute an organizational meeting for purposes of electing officers of the Board of Directors, as well as the transaction of other business. The term of the officer elected at the organizational meeting shall begin on the first day of July after election.

Section 3. Special Meetings. Special meetings of the Board of Directors may be called by the Chair or by a majority of the members of the Board of Directors.

Section 4. Notice of Meetings. An agenda for each regular meeting shall be posted in accordance with the provisions of the Ralph M. Brown Act. In addition to compliance with the requirements for notice of special meetings required by the Ralph M. Brown Act, notice of each special meeting shall be given to each Director with four days' notice if given by first-class mail or 48 hours' notice if delivered personally or by telephone or telegraph unless the Director signs a waiver of notice, signs a written consent to the holding of the meeting, signs an approval of the minutes thereof, or attends the meeting without protesting the lack of notice. Any such waiver, consent or approval shall be filed with the corporate records or made a part of the minutes of the meetings.

ARTICLE VII

OFFICERS

Section 1. Officers. The officers of the Corporation shall be a Chair, a Secretary, and a Chief Financial Officer, as well as any other such officers as may be elected in accordance with the provisions of this Article. Any person may hold more than one office, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as the Chair.

Section 2. Office and Term of Office. The President/Superintendent of Napa Valley College will automatically serve as the Corporation’s Chair; the Vice President of Administrative Services for Napa Valley College shall automatically serve as the Corporation's Chief Financial Officer; the office of Secretary for the Corporation shall be filled by the Director of Institutional Advancement. Terms of office will be concurrent with officers’ employment at Napa Valley College. New offices may be created and filled at any meeting of the Board of Directors.

Section 3. Removal and Vacancies. 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 Corporation would be served thereby. Vacancies in any of the offices caused by death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the expired portion of the term.
Section 4. **Duties of Officers.** The duties of the officers of the Board of Directors shall be as follows:

A. **Chair.** The Chair shall be the chief executive officer of this Corporation and, subject to the control of the Board, shall be responsible for the supervision, direction and control of the business and affairs of this Corporation. The Chair shall preside at all meetings of the Board of Directors, shall be an ex-officio member of all committees, and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors.

B. **Secretary.** The Secretary shall keep or cause to be kept a book of minutes of the proceedings of the Board of Directors and committees of the Board, shall keep the seal of the 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 the Corporation, and shall discharge such other duties as pertain to the office or as prescribed by the Board of Directors.

C. **Chief Financial Officer.** The Chief Financial Officer shall receive and safely keep all funds of the Corporation and deposit the same, in the name of the Corporation, in such banks, trust companies, or depositories as may be designated by the Board of Directors. Such funds shall be paid out only on the check of the Corporation signed by the Chair, Vice Chair, Chief Financial Officer, or Secretary, or by such officers as may be designated by the Board of Directors. The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions; supervise the accounting and bookkeeping of this Corporation, regularly report to the Board of Directors as to the financial condition and results of operations of this Corporation, including such financial statements and reports as are required to be given by law these Bylaws, or the Board; and have such other powers and duties as may be prescribed from time to time by the Board of Directors.

**ARTICLE VIII**

**COMMITTEES**

Section 1. The Board, by resolution adopted by a majority of the Directors then in office, provided a quorum is present, may create one or more committees, each consisting of two or more Directors, to serve at the pleasure of the Board. Appointments to committees of the Board shall be by majority vote of the Directors then in office. The Board may adopt one or more Directors as alternate members of any such committee, to the extent provided in the Board resolution, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

A. Fill vacancies on the Board or on any committee that has the authority of the Board;

B. Fix compensation of the Directors for serving on the Board or on any committee;

C. Amend or repeal bylaws or adopt new bylaws;

D. Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable;

E. Create any other committees of the Board or appoint the members of committees of the Board;

F. Approve any contract or transaction to which the Corporation is a party and in which one or more of its Directors has a material financial interest, except as special approval
is provided for in Section 5233(d)(3) of the California Corporations Code.

Section 2. Meetings and actions of committees of the Board shall be governed by, held, and taken in accordance with the provisions of these Bylaws concerning meetings and other Board actions, except that the time for regular meetings of such committees and the calling of special meetings of such committee may be determined either by Board resolution or, if there is none, by resolution of the committee of the Board. Minutes of each meeting of any committee of the Board shall be kept and shall be filed with the corporate records. The Board may adopt rules for the government of any committee, provided they are consistent with these Bylaws, or, in the absence of rules adopted by the Board, the committee may adopt such rules.

ARTICLE

IX

BUDGET

The Board of Directors shall adopt a corporate budget for each year, which may be reviewed and revised as necessary during the course of the year. Expenditures for items not provided for in the adopted budget shall require approval of the Board of Directors. Expenditures provided in the adopted budget may be disbursed without specific authorization.

ARTICLE X

BOOKS AND RECORDS

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

All books and records of the Corporation may be inspected by any Director, his or her agent, or by an agent of the NVC Auxiliary designated by its Board of Trustees, or his/her agent, or attorney, or any member of the Board of Trustees of the NVC Auxiliary, for any purpose at any reasonable time.

ARTICLE XI

FISCAL YEAR

This Corporation's fiscal year shall be July 1 through June 30 of the succeeding calendar year for financial and accounting purposes.

SEAL

The Board of Directors shall provide a corporate seal which shall consist of the words NVC Auxiliary Services and the date of incorporation within a circle.
ARTICLE XIII
EXECUTION OF CONTRACTS
The Board of Directors may authorize any officer or officers, agent or agents of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of this Corporation, and such authority may be general or confined to specific instances.

ARTICLE XIV
PARLIAMENTARY AUTHORITY
The rules contained in Roberts Rules of Order Revised shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with the Articles of Incorporation or these Bylaws.

ARTICLE XV
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 restriction is void. No member of the Board of Directors may utilize information, not a matter of public record, obtained by reason of Board membership for personal gain, and the Board may recover any such gain realized.

AMENDMENTS
Bylaws may be altered, amended or repealed and new Bylaws may 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 the intention to alter, amend, repeal or to adopt new Bylaws at such a meeting and if the changes are concurred with by a majority vote of the Board of Directors of the NVC Auxiliary.

CERTIFICATE OF SECRETARY
I, the undersigned, do hereby certify that I am the duly appointed and acting Secretary of the NVC Auxiliary Services Foundation, a California nonprofit, public benefit corporation, and that the foregoing Bylaws, consisting of 6 pages, are the Bylaws of this Corporation as adopted by the Board of Directors on ________, and amended on __________, and on __________ and on __________ and that they have not been amended or modified since that date.

In witness thereof, I have hereunto subscribed my name and affixed the seal of said Corporation this _____ day of ________, in the City of Napa, County of Napa, State of California.

______________________________
Secretary