

**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 in accordance with the mission, policies and priorities of the District as administered by the District Superintendent/President.

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 be appointed by the Napa Valley College Board of Trustees and shall consist of five (5) Directors as follows:

- A. Superintendent/President, Napa Valley College, or designee.
- B. Vice President, Napa Valley College Administrative Services, or designee.
- C. Vice President, Napa Valley College Student Services, or designee.
- D. Trustee of the Napa Valley Community College District Governing Board (excluding Student Member)
- E. One (1) additional member who concurrently serves as a member of the Napa Valley College Foundation Board and recommended by the Superintendent/President of Napa Valley College.

Section 2. Term of Office of Directors. The directors of the Napa Valley College District Auxiliary Services (DAS) Foundation Board 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, subject to approval by the Napa Valley College Board of Trustees.

The member described in subsection (D) shall serve a term of one year and shall be appointed by the Board of Trustees (Governing Board) at its Annual Organizational Meeting in December of each year.

The appointed member described in subsection (E) shall serve a term of one year.

Section 3. Powers of Directors. Subject to limitations imposed by law, the Articles of Incorporation, Board Policy BP3600, District Administrative Regulations AR3600, these Bylaws, or the Master Agreement with the District, 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.

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 at least quarterly. The regular meeting held during the first quarter of each fiscal year shall also constitute an organizational meeting, as well as for the transaction of other business.

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 or special meeting shall be posted in accordance with the provisions of the Ralph M. Brown Act.

ARTICLE VII

OFFICERS

Section 1. Officers. The officers of the Corporation shall be a Chair, Vice Chair, and a Treasurer (Chief Financial Officer), as well as any other such officers as may be elected in accordance with the provisions of this Article.

Section 2. Office and Term of Office. The President/Superintendent of Napa Valley College shall automatically serve as the Corporation's Chair; the Vice President of Student Affairs of Napa Valley College will automatically serve as the Corporation's Vice Chair; and the Vice President of Administrative Services for Napa Valley College shall automatically serve as the Corporation's Treasurer. Terms of office will be concurrent with officers' employment at Napa Valley College. The members who concurrently serve as a member of the Napa Valley College Governing Board and the Napa Valley College Foundation Board will serve a one year term that may be renewed. New offices may be created and filled at any meeting of the Board of Directors.

Section 3. Vacancies. Vacancies in any of the offices caused by death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors.

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 may sign and execute, in the name of the Foundation, deeds, mortgages, bonds, contracts or other instruments authorized by the Board of Directors except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Foundation. 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. The Chair shall also keep or cause to be kept a book of minutes of the proceedings of the Board of Directors and committees of the Board, 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.

- B. **Vice Chair.** At the request of the Chair, or in his or her absence or disability, the Vice Chair shall perform all the duties of the Chair of the Board and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Chair of the Board. The Vice Chair may also sign and execute, in the name of the Foundation deeds, mortgages, bonds, contracts, or other instruments authorized by the Board of Directors except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Foundation; and shall perform such other duties as from time to time may be assigned to him or her by the Board of Directors.
- C. **Treasurer.** The Treasurer shall act as the Chief Financial Officer of the Foundation and 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, or Treasurer, or by such officers or agents as may be designated by the Board of Directors. The Treasurer 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 Foundation Board, by resolution adopted by a majority of the Directors then in office, provided a quorum is present, may create one 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. Any 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 repeatable;

- 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. Committee Operations and Authority. 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.

Section 3. Advisory Committees. The Board may establish one or more Advisory Committees to the Board. The members of any Advisory committee may consist of Directors or non-directors. Advisory Committee may not exercise the authority of the Foundation Board to make decisions on behalf of the corporation, but shall be limited to making recommendations to the Board or the Board's authorized representatives and to implementing Foundation Board of Director decisions and policies. Advisory Committees shall be subject to the supervision and control of the Foundation Board.

Section 4. Audit Committee.

- (a) At all times that this corporation is required by applicable law to have an independent audit, or at any time the corporation voluntarily chooses to do so, the corporation shall have an audit committee consisting of at least two Directors and which may include nonvoting advisors. The function of the Audit Committee may be assigned to the full Board of Directors who then function as the de facto Audit Committee.
- (b) The fiscal year of the Foundation shall coincide with that of the District. The Foundation shall utilize and abide by the District's accounting system in accordance with generally accepted accounting principles. The Foundation shall adhere to the District's financial standards in order to assure the fiscal viability of the Foundation. Such standards shall include proper provision for professional management, adequate working capital, and adequate reserve funds for current operations, capital replacements, contingencies and adequate provisions for new business requirements.
- (c) An annual audit report on behalf of the Foundation will be prepared by the District, which reflects the Foundation's operations and financial status. Such audit shall be conducted as part of a fiscal audit of the District itself with assistance from Foundation staff. The audit

shall be performed by a certified public accountant in accordance with auditing standards generally accepted in the United States of America. The audit shall be a public record, except as otherwise provided by law.

- (d) The Audit Committee shall coordinate with the District on all activities of the Foundation and the District related to the annual audit.

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 DAS Foundation designated by the Board of Trustees or his/her agent or attorney, 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.

ARTICLE XIII

EXECUTION OF CONTRACTS, LOANS, ETC.

Section 1. Contracts. The Board of Directors may authorize the Chair, Vice Chair, Treasurer, and any 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; and, unless so authorized by Action of the

Board, no officer, agent, or employee shall have any power or authority to bind the Foundation by and contract or engagement or to pledge its credit or to render it liable pecuniary for any purpose or in any amount.

Section 2. Loans. No loans shall be contracted on behalf of the Foundation and no negotiable paper shall be issued in its name, unless and except as authorized by the Board of Directors. When so authorized by the Board of Directors, any officer or agent of the Foundation may effect loans and advances at any time for the Foundation from any bank, trust company, or other institution, or from any firm, corporation or individual, and for such loans and advances may make, execute and deliver promissory notes, bonds or other evidences of indebtedness of the Foundation and when authorized as aforesaid, as security for the payment of any and all loans, advances, indebtedness and liabilities of the Foundation, may pledge, hypothecate or transfer any and all stocks, securities and other personal property at any time held by the Foundation and to that end endorse, assign, and deliver the same.

Section 3. Checks, Drafts etc. All checks, drafts, or other orders for the payments of money, notes, acceptances, or other evidences of indebtedness issued in the name of the Foundation, shall be signed by the Treasurer or Designee and counter-signed by a duly authorized officer or agent of the Board of Directors, and in such manner as shall be determined from time to time by resolution of the Board of Directors. Endorsements for deposit to the credit of the Foundation in any of its duly authorized depositories may be made without counter-signature by the Chair of the Board, or the Treasurer or Designee, or by any other officer or agent of the Foundation, to whom the Board of Directors, by resolution, shall have delegated such power, or by hand-stamped impression in the name of the Foundation.

Section 4. General and Special Bank Accounts. The Board of Directors from time to time may authorize the opening and keeping of general and special bank accounts with such banks, trust companies or other depositories as the Board of Directors may select and may make such rules and regulations with respect thereto, not inconsistent with the provisions of these bylaws and with the Articles of this Foundation, as they may deem expedient.

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 72677, 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.

ARTICLE XVI

AMENDMENTS

Any of these Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted at any meeting of the Board of Directors by the affirmative vote of the Board of Directors. However, no such amendment shall be effective until approved by the affirmative vote of the Board of Trustees of the Napa Valley Community College District.

CERTIFICATE OF CHAIR

I, the undersigned, do hereby certify that I am the duly appointed and acting Chair of the Napa Valley College District Auxiliary Services (DAS) Foundation Board, a California nonprofit, public benefit corporation, and that the foregoing Bylaws, consisting of 9 pages, are the Bylaws of this Corporation as adopted by the Napa Valley College Board of Trustees on October 13, 2016, and by the DAS Foundation Board of Directors on September 6, 2016, and that they have not been amended or modified since that date.

In witness thereof, I have hereunto subscribed my name this 13th day of October 2016, in the City of Napa, County of Napa, State of California.

Ronald Kraft, Ph.D., Chair
Napa Valley College District Auxiliary Services
Foundation Board