



Cal State East Bay Educational Foundation By-Laws

Revised March 7, 2012

ARTICLE I

PURPOSE

The Cal State East Bay Educational Foundation (hereinafter “the Foundation”) shall be an auxiliary organization of the California State University serving California State University, East Bay (“CSUEB”) and shall have such purposes as are now or may hereafter be set forth in its Articles of Incorporation.

ARTICLE II

BOARD OF TRUSTEES

Section 1. COMPOSITION

The Board of Trustees shall be composed as follows:

- A. Elected Trustees: The number of trustees shall be not less than sixteen (16) nor more than forty (40) with the exact number of authorized trustees to be fixed by resolution of the Board of Trustees.
- B. Ex-Officio Trustees: The President of the University, the Provost, the Vice President of University Advancement, the Vice President of Administration and Finance, a representative from the Alumni Association, a representative from the student body, and a representative from the faculty as selected by the University. President shall serve as Trustees with voting privileges.
- C. Emeritus Trustees: Any elected trustee who has served for four years or more may be elected as an Emeritus Trustee and shall serve without voting privileges.
- D. Honorary Trustee: Any individual may be elected an Honorary Trustee on the basis of special service to the Foundation and shall serve without voting privileges.

Section 2. NOMINATION

Only persons who have been nominated for election by one or more members of the Board and whose nomination has been approved in writing by the President of CSUEB may be elected as Trustees.

Section 3. TERMS OF OFFICE

- A. Each elected Trustee shall serve a term of four (4) years. Three years of a term shall constitute a full term of service. Trustees are eligible to serve two or more consecutive terms per review and approval of the Governance Committee.
- B. Ex-Officio Trustees representing the Alumni Association, the student body, and the faculty shall serve for one year but may be reappointed to serve additional consecutive one-year terms.
- C. There shall be no specified term of office for Emeritus and Honorary Trustees.

Section 4. RESIGNATION, REMOVAL AND VACANCIES

- A. Subject to the provisions of Section 5226 of the California Nonprofit Corporation Law, any Trustee may resign effective upon giving written notice to the Chairman of the Board, the President of the Foundation, or to the Secretary of the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective, assuming the nomination has been approved in writing by the President of CSUEB.
- B. Any Trustee or Trustees may be removed from office without cause if such removal is approved by a majority of the Trustees then in office, assuming the removal has been approved in writing by the President of CSUEB. The Board may declare vacant the office of a Trustee who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final court or judgment of any court to have breached any duty arising under Sections 5230 through 5238 of the California Nonprofit Corporation Law, et seq. No reduction of the authorized number of Trustees shall have the effect of removing any Trustee prior to the expiration of the Trustee's term of office.
- C. A vacancy on the Board shall be deemed to exist in case of the death, resignation or removal of any Trustee. Vacancies on the Board shall be filled in the same manner as Section 2at any regular or special meeting of the Board. Each Trustee so selected shall hold office until the expiration of the

term of the replaced Trustee and until a successor has been selected and qualified.

Section 5. TRUSTEE RESPONSIBILITIES

In partnership with the Office of University Advancement, the Board of Trustees oversees private giving to the university and receives and invests funds on its behalf. The Board of Trustees has responsibility for raising private gifts from individuals and organizations and is the university's primary private support group.

Membership is comprised of individuals in the community who have the ability to influence significant donations to the campus, the wisdom and experience to invest and manage a significant endowment, a commitment to the University's diverse constituency, and possess additional professional expertise and experience of value to the president of the university and senior members of the administration.

The responsibilities of Trustees are to:

- A. Acquire and maintain a broad awareness and knowledge of CSUEB including its programs, strengths, needs, resources, and mission. Be passionate advocates for the university in both public and private forums, and seek to advance the strategic objectives of the university on an ongoing basis.
- B. Attend Foundation board meetings and participate in a Foundation Board committee as appropriate.
- C. Review prospect lists provided by Cal State East Bay staff, and provide advice on names, gift request levels, cultivation solicitation strategies of potential donors, foundations and corporations.
- D. Identify individuals, make introductions, and open doors with prospects for major and principal gift solicitation. Accompany advancement staff on donor solicitation calls as appropriate. Participate in periodic fundraising campaigns on behalf of specific projects for the university.
- E. Make a personal annual financial contribution of \$1,000 to a CSUEB program of their choice and/or to support the work of the Board.
- F. Exercise fiduciary responsibility for the affairs and assets of the Foundation.
- G. Suggest individuals to serve as Trustees and assist in their recruitment and acclimation to the board.
- H. Provide advice and counsel to senior members of the university administration as requested on matters involving CSUEB, its constituency, and the community

Section 6. PROHIBITED TRANSACTIONS

- A. The Educational Foundation shall not make any loan of money or property

to or guarantee the obligation of any Trustee or Officer; provided, however, that the Foundation may advance money to a Trustee or Officer of this corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such Officer or Trustee so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

B. No person serving on the Board may, at any time, be financially interested in any contract or other transaction entered into by the Foundation, except as provided in this Section 6(B).

(1) Any contract or other transaction of the Foundation in which any of its Trustees have a financial interest may be entered into, consummated or ratified only if:

- (a) The fact of such financial interest is disclosed or known to the Board and noted in the minutes, and the Board thereafter authorizes, approves or ratifies the contract or transaction in good faith by a vote sufficient for the purpose without counting the vote or votes of such financially interested Trustee or Trustees; and
- (b) The contract or transaction is just and reasonable as to the Foundation at the time it is authorized or approved.

(2) Sections 6(B)(1)(a) and (b) shall not be applicable if any of the following circumstances exist:

- (a) The contract or transaction is between the Foundation and a Trustee;
- (b) The contract or transaction is between the Foundation and a partnership or unincorporated association of which any Trustee is a partner or in which he or she is the owner or holder, directly or indirectly, of a proprietorship interest;
- (c) The contract or transaction is between the Foundation and a corporation in which any Trustee is the owner or holder, directly or indirectly, of five percent or more of the outstanding common stock; or
- (d) A Trustee has a financial interest in a contract or transaction of the Foundation and, without first disclosing such interest to the Board at a public meeting of the Board, influences or attempts to influence another Trustee or Trustees to enter into the contract or transaction.

Section 7. INDEMNIFICATION

The Foundation shall provide its Trustees, officers, employees and other persons indemnification to the full extent allowed by law. The Board of Trustees may adopt

a resolution authorizing the purchase of insurance on behalf of any agent against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Foundation would have the power to indemnify the agent against the liability under law.

Section 8. MEETINGS

1. All regular and special meetings of the Board and its committees shall be open and public except as otherwise provided in the California Education Code. Notice to any outside individual or entity will follow procedures established by the provisions of the California Education Code, Section 89900, et seq.
2. Annual Meetings: The Board of Trustees shall hold an annual meeting for the purpose of organization and election of Trustees and Officers. The time and place of the annual meeting shall be fixed by the President of the Foundation, and written notice of such time and place shall be given to each Trustee at least thirty days before the selected date.
3. Special Meetings: Special Meetings of the Board may be called by the President and/or Chair of the Board and/or by one-fourth of the Board in writing with due written notice of the time, place and subject matter given to each Trustee at least ten days before the meeting date.

Section 9. QUORUM

A majority of the Trustees with voting privileges shall constitute a quorum. By the act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees.

Section 10. POWERS

The Board of Trustees shall manage and govern the business affairs of the Foundation and in connection therewith, the Board may exercise all of the powers granted by the Foundation by law and under its Amended Articles of Incorporation.

ARTICLE III

OFFICERS

Section 1. OFFICERS

The officers of the Foundation shall consist of a Chair of the Board, a President, one or more Vice Chair(s), a Secretary, a Treasurer and such other officers as may be

elected in accordance with provisions of these by-laws. The Chair of the Board, the Vice Chair(s) of the Board and the Secretary shall be chosen from among the elected Trustees of the Foundation.

Section 2. ELECTION

The officers of the Foundation shall be elected at the Annual meeting of the Board and shall hold office for a term of one year beginning July 1. The Governance Committee may choose to have an Officer(s) succeed him/herself for one term of office only. New offices or a vacancy in any office may be filled by the Board at any meeting.

Section 3. DUTIES

- A. The Chair shall preside over all meetings of the Board and shall have primary responsibility for the Foundation's relationship with the University.
- B. The President shall be the Chief Executive Officer of the Foundation and shall have the duties usually discharged by the President of a corporation. The President of the University or his/her designee shall serve as the President.
- C. A Vice Chair shall have full authority to act for the Chair in his or her absence or incapacity. If more than one Vice Chair is available, the one with the longest continuous service on the Board shall act as the Chair.
- D. The Secretary shall have supervision over the records of the Foundation and shall record the minutes of all meetings of the Board and the Executive Committee.
- E. The Treasurer shall supervise the fiscal affairs of the Foundation and shall provide such financial information as required by policies and procedures for auxiliary organizations. The Vice President for Administration and Finance of the University shall serve as Treasurer.

ARTICLE IV

COMMITTEES

Section 1. GENERAL

The Foundation shall have standing committees and other such special committees as the Chair and/or the Board deems necessary or desirable. The Chair of the Foundation Board shall appoint the Chair and the members of each committee.

With the exception of the Executive Committee and the Governance Committee, individuals with expertise in given areas may serve as consulting members and vote on any committees of the Board, with the approval of the Chair of the Foundation in consultation with the relevant committee chair. The majority of the members of any committee must always be Foundation Trustees. The Chair and the President of the Foundation shall be ex-officio voting members of all committees except the Chair shall not have a vote on the Governance Committee.

Section 2. EXECUTIVE COMMITTEE

There shall be an Executive Committee of the Foundation comprised of the following members of the Board: Chair of the Board, Vice Chair(s), Past Chair of the Board, President of the Foundation, Secretary, Treasurer, University President, chairs of the standing committees. During the intervals between meetings of the Board, the Executive Committee shall have and may exercise all of the authority of the Board and ensure that at least one regular business meeting is held each quarter of the fiscal year.

Section 3. FINANCE AND INVESTMENT COMMITTEE

There shall be a Finance and Investment Committee, which advises the Board in regard to the general fiscal policy and fiscal management of the Foundation.

Section 4. DEVELOPMENT COMMITTEE

There shall be a Development Committee, which shall advise on and be involved in the university's fund-raising programs, including program review, and the identification, cultivation, solicitation, and stewardship of donors and prospective donors. This committee may create sub-committees focused on various aspects of development (e.g., annual giving, campaign, major gifts, events, planned gifts, corporate and foundation gifts, stewardship).

Section 5. COMMUNICATIONS & COMMUNITY RELATIONS COMMITTEE

There shall be a Communications & Community Relations Committee, which shall advise on the updating of a comprehensive strategic communications plan for publications and websites produced by University Advancement and community relations programs conducted by University Advancement.

Section 6. GOVERNANCE COMMITTEE

There shall be a Governance Committee, which advises the Board in regard to all matters dealing with Trustees recruitment, effective participation, and the quality of

their board experience. The President of CSUEB shall serve as Chair of the committee and the Immediate Past Chair of the Foundation, if a member of the board, shall be an ex officio member.

A. Nominations: The Governance Committee shall present candidates to the Board of Trustees for the following offices:

1. Elected members of the Board
2. The Chair, Vice Chair, Secretary
3. Emeritus Trustees
4. Honorary Trustees

B. Procedures: Nominations may be made by any Trustee by submitting such nominations in writing to the committee at least 20 days preceding the date of the meeting at which such office is to be filled. Names not so presented to the committee shall not be considered by the Board. The Committee shall distribute in writing to the Board the recommended candidate(s) for each office to be filled at least fifteen (15) days preceding the date of the meeting at which such offices will be filled.

Section 7. AUDIT OVERSIGHT COMMITTEE

There shall be an Audit Oversight Committee of the Board. The Committee will make recommendations to the Board regarding the retention and termination of the independent auditor and is authorized to negotiate the independent auditor's compensation. It will also confer with the auditor to satisfy the members of the Board that the financial affairs of the Foundation are in order.

It shall review and determine whether to accept all audits of the Cal State East Bay Educational Foundation, Inc. ensure that any non-audit services performed by the auditing firm conform to standards for auditor independence, and approve the performance of non-audit services by the auditing firm.

Additionally, the Committee shall review any management letters received from the auditing firm. It shall determine the appropriateness of plans for compliance with any comments about management's performance in such documents. It shall meet after each audit has been completed and as often as necessary after that to insure appropriate audit compliance is reached. The Committee shall advise the Board of Trustees with regard to compliance with audit recommendations.

The Committee shall be appointed as follows:

Members of the audit committee should understand basic financial terminology, possess the ability to read and interpret financial statements, be knowledgeable of business risk, and have an understanding compliance issues unique to the Foundation. Furthermore, one or more independent members should be a financial expert, possessing professional knowledge of financial reporting (including GAAP) and internal controls over financial reporting."

The Committee shall report any pertinent findings or concerns directly to the entire Board of Trustees. All actions taken by the Committee are subject to the supervision of the board. The Committee may not take any actions independently on behalf of the Foundation.

ARTICLE V

EXECUTION OF INSTRUMENTS

Contracts and other instruments to be executed by the Foundation shall be signed, unless otherwise required by law, by the Chair, the President of the Foundation or a Vice Chair in conjunction with the Secretary. The Chair, the President of the Foundation or a Vice Chair of the Foundation, signing alone, is authorized and empowered to execute in the name of this Foundation instruments not requiring attestation arising in the day-to-day operation of the business of the Foundation, including, but not limited to, certificates representing stocks, bonds, or other securities. The Board of Trustees may authorize any other person or persons whether or not an officer of the Foundation, to sign any contract or other instrument.

ARTICLE VI

AMENDMENTS

These By-Laws may be altered, amended, rescinded, or repealed at any meeting of the Board of Trustees by the affirmative vote of a majority of the Board and only with the written consent of the President of California State University, East Bay.

Written notice of any proposed amendment shall be mailed to each member of the Board of Trustees not less than ten (10) days prior to any meeting at which such proposed amendment is to be considered.