

BYLAWS OF THE
DELTA COLLEGE FOUNDATION

ARTICLE I

Offices

The principal office of the corporation shall be at 5151 Pacific Avenue, Stockton, San Joaquin County, California. The corporation shall have such other offices within the County of San Joaquin, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

ARTICLE II

Purposes and Powers

A. General Purposes. The corporation is formed exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, to support the San Joaquin Delta Community College District (sometimes referred to herein as "San Joaquin Delta College," "Delta College," and "the District"), and is not organized for the private gain of any person.

B. Specific Purposes. The specific purposes for which the corporation is formed are to advance the interests and promote the welfare of the San Joaquin Delta Community College District and shall be operated in connection with that District as specified in Internal Revenue Code section 509(a)(3). To this end, the corporation shall:

- (1) Receive, hold, invest, and administer property and make expenditures to or for the benefit of the San Joaquin Delta Community College District by encouraging gifts of money, property, works of art, historical papers and documents, and museum specimens of educational, artistic, or historical value.
- (2) Solicit and raise funds for the establishment of scholarships, other student assistance programs, and for the support of regular academic programs at San Joaquin Delta College.
- (3) Have the power to receive property by deed, will, or otherwise, and acquire and hold all property, real or personal, including interests, shares of stock, bonds, and securities of other corporations or other business entities.
- (4) Have the power to act as trustee under any trust incidental to the principal objects of the corporation and to receive, hold, administer, and expend funds and property subject to such trust.

- (5) Manage, control, grant options, sell for cash or deferred payments, convey, exchange, partition, divide, improve, develop, and repair corporate property.
- (6) Borrow money, give promissory notes or bonds therefore, and secure the payment therefore by mortgage or deed of trust upon property, real or personal.
- (7) Have the power to make contracts.

C. Right to Refuse Transfer of Property. This corporation, acting through its Board of Directors, may refuse a gift if it is deemed in the best interests of the corporation to do so, including, without limitation, instances where the proposed gift contains a condition that involves acceptance of debt or maintenance, or other expense or obligation that may diminish the resources of the corporation.

ARTICLE III

Dedication of Assets; Dissolution

A. Dedication. The property, assets, profits, and net income of this corporation are irrevocably dedicated to charitable and educational purposes. No part of the net earnings, properties, or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the corporation; provided, however, the corporation may award educational scholarships and financial assistance to Delta College students according to criteria established by the Board of Directors from time to time. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code §501(c)(3).

B. Trust Assets. If the corporation holds any assets in trust, they shall be disposed of in such manner as may be directed by decree of the Superior Court of San Joaquin County, upon petition by the California Attorney General or by any person concerned in the liquidation, in proceedings to which the California Attorney General is a party.

ARTICLE IV

Governance

A. Members. This corporation shall have no voting members within the meaning of the California Nonprofit Corporation Law (California Corporations Code §§5000 et seq.).

B. Board of Directors. The business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors. The corporation's Board of Directors shall consist of no more than 15, as follows:

- (1) Elected Directors. A maximum of 12 persons selected to represent various areas of the District shall be elected in the manner prescribed in Article IV paragraph D of these Bylaws and shall be referred to as "Elected Directors."
 - (a) The term of office shall be two (2) years commencing on July 1 of the election year. Elected Directors may be re-elected to the Board for one successive two-year (2) term, and an Elected Director may not serve more than five (5) consecutive years, including any time served while completing the unexpired term of a vacant directorship. After a two-year (2) interval from the expiration of an Elected Director's second full term, he/she may be re-elected to a new full term as an Elected Director.
 - (b) Elected Directors shall be entitled to vote on all matters coming before the Board of Directors.
- (2) Ex-Officio Directors. There shall be three (3) ex-officio Directors as follows:
 - (a) The Superintendent/President of Delta College, who shall have full voting power. The College Superintendent/President may not serve as President or Vice President of the corporation.
 - (b) Two (2) members of the Delta College Board of Trustees, as appointed by the President of the Delta College Board of Trustees each June, who shall have full voting power. Delta College Trustees appointed to serve on the corporation's Board of Directors may not serve as officers of the corporation.
- (3) Regular Meetings. Regular meetings of the Board of Directors, including the Annual Organizational Meeting, shall be held monthly at such time and place as the Board of Directors (or absent action by the Board, the President) may prescribe. Notice of these meetings shall be in accordance with Section IV.E.
- (4) Special Meetings. Special meetings of the Board of Directors for any purpose may be called at any time by the President, or by five (5) Directors. Notice of these meetings shall be in accordance with Section IV.B.(5).
- (5) Notice. Notice of any meeting of the Board of Directors shall be given to all Directors at least four (4) days in advance if given by first-class mail or at least 48 hours in advance if given by notice delivered personally, by telephone, or by electronic transmission, provided that such notice may be waived by any Director as set forth below. Notice shall not be given by electronic transmission if the corporation is unable to deliver two (2) consecutive notices to a Director by that means, or if the inability to deliver the notice becomes known to the Secretary or other person responsible for giving such notice. The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall

be as valid as though taken at a meeting duly held after regular call and notice if (a) a quorum is present and (b) either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding of the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement about lack of adequate notice.

- (6) Quorum. A quorum shall be a majority of the seated directors.
- (7) Annual Organizational Meeting. Prior to July 1 of each year, there shall be an organizational meeting for the election of officers.
- (8) Director Absence. A vacancy in the position of Elected Director shall be deemed to exist without further action by the Board of Directors whenever an Elected Director shall have resigned or shall have failed to attend two (2) consecutive duly called meetings without prior notice to the President of the Foundation Board of Directors in any twelve-month (12) period.
- (9) Vacancies. Vacancies on the Board shall be filled upon nomination and approval of the Foundation Board.
- (10) Rules of Order. All meetings of the Board of Directors shall be conducted in accordance with the provisions of Rosenberg's Rules of Order.

C. Officers.

- (1) President. The President shall supervise and control all meetings of the Board of Directors. The President may sign, with the Secretary or Treasurer or any other proper officer of the corporation authorized to do so by the Board of Directors, any document as required for the Foundation to fulfill responsibilities.
- (2) Vice President. In the absence of the President or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President.
- (3) Secretary. The Executive Director of the Foundation shall serve as the Secretary of the Foundation, who shall be non-voting.
- (4) Treasurer. The Chief Business Officer of the District shall serve as the Treasurer of the Foundation, who shall be non-voting.

D. Standing Committees.

- (1) Executive Committee. An Executive Committee consisting of the Foundation President and Vice President, Executive Director of the Foundation, college Trustee appointed by the President of the Board of Trustees, and one Foundation member-at-large shall be responsible for setting the agenda for the meetings of the full Foundation board, and will meet as necessary.
- (2) Fundraising Committee. A Fundraising Committee of 3-4 members will assist in determining if and when there is a particular need for fundraising, and recommend and implement fundraising strategies and activities.
- (3) Scholarship Committee. A scholarship committee of 2-3 members will assist in developing scholarship opportunities for students.
- (4) Alumni Committee. An Alumni Committee of 2-3 members will act as a liaison with the Alumni Association.
- (5) Nominating Committee. The President shall appoint a Nominating Committee to identify potential Directors and fill vacancies in accordance with criteria approved by the Board.
- (6) Ad-hoc committees may be appointed, as needed, by the President.

E. Fiscal Oversight and Audit Responsibilities.

- (1) Annually, the Foundation will participate in a full review of all Foundation assets.
- (2) The Treasurer shall present to the Board a quarterly Treasurer's report at a regular meeting.

ARTICLE V

Indemnification

A. Right to Indemnification. This corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any action or proceeding by reason of the fact that such person is or was an Officer, Director, or agent of this corporation, or is or was serving at the request of this corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, or other enterprise, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding, to the fullest extent permitted under the California Nonprofit Corporation Law.

In determining whether indemnification is available to the Director, Officer, or agent of this corporation under California law, the determination as to whether the applicable standard of conduct set forth in Corporations Code §5238 has been met shall be made by a majority vote of a quorum of Directors who are not parties to the proceeding. If the number of Directors who are not parties to the proceeding is less than two-thirds of the total number of Directors seated at the time the determination is to be made, the determination as to whether the applicable standard of conduct has been met shall be made by the court in which the proceeding is or was pending.

The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled, and shall continue as to a person who has ceased to be an agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

B. Insurance. This corporation shall have the power and shall use its best efforts to purchase and maintain insurance on behalf of any Director, Officer, or agent of the corporation, against any liability asserted against or incurred by the Director, Officer, or agent in any such capacity or arising out of the Director's, Officer's, or agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under Section V.A of these Bylaws; provided, however, that the corporation shall have no power to purchase and maintain such insurance to indemnify any Director, Officer, or agent of the corporation for any self-dealing transaction, as described in Corporations Code §5233.

ARTICLE VI

Funds

A. The Chief Business Officer of the San Joaquin Delta Community College District shall have charge and custody of all funds and securities of the corporation, receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VI of these Bylaws.

B. Investment. Funds of the corporation may be invested with investment firms or in such stocks, bonds, or other securities, real estate, and personal property without limitation, as the Board of Directors may from time to time direct and prescribe, or if as directed by the donor with the consent of the Board of Directors. Funds shall be held and accounted for separately from those belonging to the San Joaquin Delta Community College District or any successor thereto.

C. Powers. The Board of Directors shall have power to borrow and sell, assign, transfer and set over, satisfy and release mortgages or deeds of trust, bonds, notes, certificates of stock, real and personal property, and other assets or securities held or owned by the corporation.

ARTICLE VII

Amendments

A. Vote Required. Subject to B below, these Bylaws may be amended by the affirmative vote of a majority of the seated Board of Directors authorized by these Bylaws, present at a regular meeting of the Board of Directors, or at a duly called and noticed special meeting called for that purpose.

B. Filing and Notification. Before any proposed amendment to these Bylaws may be voted upon pursuant to Section VII.A above, it shall have been filed with the Secretary at least twenty-one (21) days prior to the meeting and copies emailed at least ten (10) days prior to the meeting to all Directors at their last known email addresses as shown in the records of the corporation.

CERTIFICATION OF SECRETARY

I, the undersigned, the duly elected Secretary of the DELTA COLLEGE FOUNDATION, a California nonprofit public benefit corporation, do hereby certify:

That the foregoing Bylaws consisting of eight (8) pages were adopted as the Bylaws of the Corporation by the Directors of the Corporation on _____, 20____, and the same do now constitute the Bylaws of said Corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name this _____, 20____.

By: _____

Name: _____

Title: Secretary