

# BYLAWS OF THE SOLANO COMMUNITY COLLEGE EDUCATIONAL FOUNDATION



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BYLAWS OF THE  
SOLANO COMMUNITY COLLEGE EDUCATIONAL FOUNDATION

Article I

NAME

The name of this corporation shall be the Solano Community College Educational Foundation.

Article II

PRINCIPAL OFFICE

The principal office for the transaction of business of the corporation is hereby fixed and located at Solano County, California. The board of directors may at any time or from time to time change the location of the principal office from one location to another in said county.

Article III

SEAL

The corporation shall have a common seal consisting of two concentric circles, with the words "SOLANO COMMUNITY COLLEGE EDUCATIONAL FOUNDATION, CALIFORNIA", together with the date of the incorporation of this corporation.

Article IV

PURPOSES

The corporation is organized exclusively for exempt purposes set forth in Internal Revenue Code section 501(c)(3), and none of its earnings may inure to any private shareholder or individual. The purposes for which this corporation is formed are to promote the general welfare of Solano Community College and to operate as an auxiliary organization of the Solano Community College District ("District"), pursuant to Education Code Section 72670 et seq. and Title 5, California Code of Regulations, Section 59250 et seq. through:

1. Fundraising activities to secure private support for District programs and initiatives, provided that all fundraising activities shall be consistent with the mission and priorities of the District.
2. Management of scholarships and endowments for the benefit of District students;
3. Development of community partnerships and relationships that enhance the District's mission;
4. Provision of fiscal support for District programs beyond what is available through public funding; and
5. Creation and management of special programs and projects that advance the District's educational mission.

Article V

MEMBERSHIP

This corporation shall have no members.

Article VI

BOARD OF DIRECTORS

1. Number of Directors

The board of directors shall consist of not less than three (3) nor more than thirty (30) directors, with the exact number thereof to be established by the board of directors. The Superintendent-President of the District shall serve as an ex-officio voting member of the board.

2. Quorum and Proxy Voting

A majority of the members of the board shall constitute a quorum for the transaction of business. Board action may be taken without a regular meeting if all members of the board consent in writing to such action, provided that the notice of the action is provided in accordance with the Ralph M. Brown Act and the public has an opportunity to comment in advance of the decision.

Any Director entitled to vote may authorize another person or persons to act by proxy. This right is subject to any limitations or withdrawals specified in these bylaws. Proxies may be counted for purposes of establishing a quorum at a meeting of the directors.

3. Powers of Directors

Subject to the powers of the directors as provided by law or as herein set forth, all corporate powers of the corporation shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by, the board of directors. Without limiting the generality of the foregoing, the board of directors shall have the following powers:

- (a) To select and remove all officers, agents and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with law, with the articles of incorporation or the bylaws, and require from them security for faithful service.
- (b) To conduct, manage and control the affairs and business of the corporation, and to make such rules and regulations therefore not inconsistent with law, with the articles of incorporation and the bylaws of the corporation as they may deem best.
- (c) To change the principal office for the transaction of the business of the corporation from one location to another within the same county; to fix and locate from time to time one or more subsidiary offices of the corporation within or without the State of California; to designate any place within or without the State of California for the holding of any directors or members' meetings; and to adopt, make and use a corporate seal and to alter the form thereof from time to time as in their judgment they may deem best, provided such seal shall at all times comply with the provisions of law.
- (d) To authorize the creation of boards, committees, funds, or councils; to determine whether or not the members of such bodies must be selected from within or without the directors of the corporation; and, to the extent permitted by law, to invest such bodies with such powers and duties as it deems necessary. The board of directors may designate the members of such bodies or may authorize the president and/or any other officer or officers of the corporation to designate the members of such bodies.

4. Legal and Accounting Advice

An attorney admitted to practice in California and a licensed certified public accountant shall be selected to provide advice and counsel to the board of directors. Each shall have experience appropriate to the responsibility and shall have no financial interest in any contract or other transaction entered into by the board which he/she serves. Neither the attorney nor the certified public accountant needs to be a member of the board of directors.

5. Election and Term of Office

The initial board of directors, at its annual meeting, shall elect a board of directors from among the nominees selected by the board, which shall be divided into three classes in respect to term of office, each class to contain as near as may be one-third of the total number of directors. The directors of one class shall serve until the annual meeting of the board of directors held in the calendar year following their election, the members of the second class shall serve until the annual meeting of the board of directors held in the second calendar year following their election, and the members of the third class shall serve until the annual meeting of the board of directors held in the third calendar year following their election; provided, however, that in each case directors shall continue to serve until their successors shall be elected. At each annual meeting of the board of directors following the election of the first board of directors, one class of directors shall be elected from among the nominees selected by the board of directors to serve until the annual meeting of the board of directors to be held in the third calendar year next following and until their successors shall be elected. Henceforth, all directors will be elected to serve three (3) year terms unless they are removed for cause, resign, or are granted a special exception term of office. Directors may be elected to succeed themselves for a subsequent term or terms. Each director is limited to three (3) consecutive terms. Following the expiration of a third consecutive term, a director shall be ineligible to serve for a period of one (1) year.

6. Special Exception Term of Office

The board of directors may designate terms of office of from one (1) to three (3) years for selected directors. The number of these special exception term of office holders may not at any one time exceed three (3) directors.

7. Vacancies

Any vacancy or vacancies in the board of directors resulting from death, incapacity, resignation, expiration of term of office, removal, or otherwise, shall be filled by a majority of the remaining directors then in office, present and voting, even though less than a quorum.

8. Date, Place, and Notice of Meetings

Regular meetings of the board of directors shall be held quarterly at any place within or without the State which has been designated from time to time by vote of the board or the consent of a majority of directors. In the absence of such designation, regular meetings shall be held at the principal office of the corporation. Special meetings of the board may be held either at a place so designated or at the principal office.

All meetings of the board, and meetings of standing board committees shall be open and public, and all persons shall be permitted to attend these meetings; provided, however, that the board may hold closed sessions during any meeting to consider those matters that may lawfully be considered in such sessions under Chapter 9 (commencing with § 54950) of Part 1 of Division 2 of Title 5 of the Government Code, known as the "Ralph M. Brown Act." Ad hoc meetings that do not result in commitments, decisions or recommendations to the Board of Directors are not subject to the "Ralph M. Brown Act."

9. Special Meetings

Special meetings of the board of directors for any purpose or purposes shall be called at any time by the president or by any two directors. Written notice of the time and place of special meetings shall be delivered or sent to each director by mail or by other form of written communication. Such notice shall be sent at least seventy-two (72) hours prior to the time of the holding of the meetings. The transactions of any meeting of the board of directors, however called and noticed and wherever held, shall be as valid as though made at a meeting duly held after regular call and notice, if a quorum be present and if either before or after the meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

10. Adjournment

In the absence of a quorum at any meeting of the board of directors, the majority of the directors present may adjourn the meeting until the time fixed for the next regular meeting of the board.

11. Removal

A director may be removed from office, for cause, by the vote of a majority of the directors.

12. Compensation

The directors shall receive no compensation for their services as such but may receive payment of actual and necessary expenses as determined by the Executive Committee.

13. Delegation of Authority

The board of directors may delegate its authority to the executive committee except as precluded in the Corporation Code S 5212.

14. Execution of Instruments

No board member, officer, employee, or agent shall have the power or the authority to bind the corporation to contractual agreements or to pledge the credit or resources of the corporation unless so authorized by vote of the board. Any board authorization respecting the execution of a contract in the name of and on behalf of the corporation may be general or limited to specified instances.

Article VII

OFFICERS

1. Officers

The officers of this corporation shall be a president, a vice-president, a secretary, a treasurer, and such other officers as the board of directors may appoint. All officers shall be members of the board of directors.

2. Election

The board of directors shall elect all officers of the corporation for terms of two years. The election of officers shall occur during the first regular board meeting at the beginning of a

calendar year. The terms shall commence immediately upon the conclusion of an election and shall end following the next election or until their successors are elected and qualified. No officer shall serve in the same position for more than two (two-year) consecutive terms.

3. Vacancies

A vacancy in any office because of the death, resignation, removal, disqualification or otherwise shall be filled by the board of directors.

4. President

Subject to the control of the board of directors, the president shall have general supervision, direction and control of the business and affairs of the corporation. The president shall preside at all meetings of the members and directors and shall have such powers and duties as may be prescribed from time to time by the board of directors.

5. Vice-President

In the absence or disability of the president, the vice-president shall perform all the duties of the president, and in so acting shall have all the powers of the president. The vice-president shall have such other powers and perform such other duties as may be prescribed from time to time by the board of directors.

6. Secretary

The secretary shall keep a full and complete record of the proceedings of the board of directors, 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.

The secretary shall also cause the following records to be maintained at the corporation's principal office:

- (a) A copy of the current Articles of Incorporation and bylaws to be open for inspection by board members at all reasonable hours during business days.

(b) The minutes of all meetings of the board and its committees including the time and place of such meeting, a copy of any written notice given, the names of board or committee members present, and the business conducted.

(c) The names and addresses of all board members along with the starting and termination date of each director's membership on the board.

7. Treasurer

The treasurer shall manage the receipt, deposit and withdrawal of all funds or other valuables of the corporation in the name and to the credit of the corporation and shall, on a regular basis, deposit or invest the same in banks, trust companies or other reputable depositories as may be designated by the board of directors. The Treasurer shall maintain correct books and accounts of the corporation's financial transactions and its properties.

Unrestricted donations shall be accepted by the Treasurer and placed in an appropriate bank account established for that purpose. Restricted donations shall be accepted only in accordance with Board Policy or, in the absence of Board policy, upon prior specific approval of the Board and may be placed in a separate bank account when appropriate. The treasurer shall have such other powers and perform such other duties as may be prescribed from time to time by the board of directors.

The Treasurer shall maintain written procedures regarding the deposit and disbursement of corporate funds in accordance with the board of directors approved annual budget or ratified financial transactions by the board or executive committee. The Treasurer shall have authority to disperse funds on behalf of the corporation and shall recommend to the board for approval three additional members of the executive committee, including the Solano Community College Superintendent-President, authorized to do so. Any one of the said executive committee members who have been duly elected and/or appointed, are hereby authorized to:

(a) Withdraw funds from depository on the check (or draft) of the corporation up to \$9,999.

(b) The signature of two authorized executive committee members is required on expenditures of \$10,000 to \$49,999.

(c) Approval of the board of directors is required for expenditure of \$50,000 and above. This authorization is not applicable to the aggregate or total of scholarship awards provided to individual students for the annual scholarship awards ceremony.

(d) Expenditure of \$100,000 or more shall be reported to the District Board of Trustees.

In addition, the Treasurer is authorized to endorse and receive payments of bills and notes payable to the corporation or assign and manage with board approval administrative personnel with the authorization to do so, such as the executive director. The authority hereby conferred shall remain in full force until revocation by the board of directors of this corporation.

Disbursements of unrestricted donations shall be made in accordance with Board policy and the approved annual budget, or in the absence of Board policy, upon the prior specific approval of the Board or executive committee. Disbursements of restricted donations shall be made in accordance with the restrictions pertaining to the donation and in accordance with the approved annual budget or Board policy, or in the absence of Board policy, upon the prior specific approval of the Board.

## Article VIII

### EXECUTIVE AND OTHER COMMITTEES

#### 1. Powers of Executive Committee

This corporation shall have an executive committee. The executive committee shall have and exercise all of the powers of the board of directors of this corporation between meetings of said board, provided that the notice and conduct of the meetings comply with the Ralph M. Brown Act as written in Article VI of these bylaws. Written reports of the actions of the executive committee shall be submitted to the board of directors at its next meeting following the actions of the executive committee.

#### 2. Composition

The executive committee shall consist of the president of the corporation who shall preside at all meetings thereof, the vice-president, the secretary, the treasurer, the immediate

past board president and two (2) general members of the board of directors elected by said board at its annual meeting. The members of the executive committee shall serve concurrently with their terms and until their successors have been elected by the board of directors.

3. Secretary

The executive committee shall have its own secretary, who will be the executive director of the corporation, or an individual identified by the president in the absence of the executive director. The executive committee shall prescribe the duties of the secretary.

4. Removal and Vacancies

A member of the executive committee may be removed from such committee at any time for cause by a majority vote of all the members of the board of directors, or, if such member of the executive committee also be a member of the board of directors, then by a majority vote of all of the other directors. If any vacancy on the executive committee exists by reason of death, resignation, removal or otherwise, the board of directors may elect a successor member to serve until the next annual meeting of the board of directors.

5. Meetings

Meetings of the executive committee shall be called by the secretary of the executive committee upon the request of the president of the corporation or two of the members of the executive committee. The executive committee shall meet at least one time between regular quarterly meetings of the board of directors. Notice of any such meeting shall be given to each member at least two (2) days prior to such meeting setting forth the purpose, place, and time of such meeting. Notice of such meeting may be waived in writing by any member of the executive committee before or after the meeting. In addition, the presence of any member at any such meeting shall be held to be a waiver of the required notice unless the member makes timely objection.

6. Quorum

The presence of a majority of all of the members of the executive committee shall constitute a quorum for the transaction of business at any meeting of the executive committee.

7. Voting

Each member shall be entitled to one vote on any question properly before any meeting of the executive committee. At all meetings of the executive committee all questions shall be decided by the vote of a majority of the members entitled to vote thereon who shall be present at the meeting. Any action which might be taken at a meeting of the executive committee may be taken without a meeting if a written consent to such action is signed by all members of the executive committee.

8. Other Committees

The corporation shall have such other committees as may from time to time be designated by vote of the board, such as, but not limited to a nominating committee, fundraising committee, special events committee and scholarship committee. Such committees may consist of persons who are not also members of the board. Any committee which has non-director members shall be considered an advisory committee. The board may delegate the management of specific activities to any such committee, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the board.

The time for regular or special meetings of committees may be fixed by resolution of the board or by the committee. The board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

Article IX

FISCAL YEAR AND FINANCIAL AUDIT

The fiscal year for the corporation commences July 1 and ends June 30 of each year. The financial books and transactions of this corporation shall be audited annually as follows:

1. The audit shall be completed by an independent certified public accountant in accordance with generally accepted auditing standards;

2. The audit shall be completed and submitted to the board of directors, the District Board of Trustees, and the California Community College Chancellor's Office within 120 days after the close of the fiscal year (no later than October 30 each year);
3. The board of directors shall respond in writing to any audit findings or recommendations and shall implement corrective actions as needed; and
4. The District shall have access to the corporate financial records for review purposes.

#### Article X

##### APPROVAL OF ANNUAL BUDGET AND FINANCIAL REPORTING

1. Budget Adoption Schedule

The corporation shall develop and approve an annual operating budget that includes all anticipated revenues and expenditures no later than June 15 of each year. Upon approval by the board of directors, the budget shall be submitted to the District for review and comment. The final budget shall be presented to the District Board of Trustees as part of the District's adopted budget annually presented in August or September.

2. Financial Reporting To District

Quarterly financial reports shall be submitted to the District. Annual financial reports shall be submitted to the District Board of Trustees within 90 days after the close of the fiscal year. All financial reports shall provide all statements/information as required by the District.

#### Article XI

##### INDEMNIFICATION OF DIRECTORS AND OFFICERS

1. Right of Indemnity

To the fullest extent permitted by law, the corporation shall defend and hold harmless its Directors, Officers, employees, and other persons described in § 5238(a) of the California Corporations Code, including persons formerly occupying any such position against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any proceeding, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in this section.

“Expenses,” as used by herein, shall have the same meaning as in § 6238(a) of the California Corporations Code.

(a) In addition, the corporation shall indemnify, defend, and hold harmless the District, its Board of Trustees, officers, employees, and agents from and against any and all claims, damages, losses, and expenses arising from corporation activities.

2. Approval of Indemnity

On written request to the board of directors by any person seeking indemnification under § 5238(b) or § 5238 (c) of the California Corporation code, the board shall promptly determine under § 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in § 5238(b) or § 5238(c) has been met and, if so, the board shall authorize indemnification.

3. Insurance

The corporation shall secure and maintain insurance on behalf of its Officers, Directors, employees, and other agents, against any liability asserted against or incurred by any Officer, Director, employee, or agent in such capacity or arising out of the Officer’s, Director’s employee’s, or agent’s status as such. The insurance shall include:

- (a) Commercial General Liability Insurance;
- (b) Directors and Officers Liability Insurance;
- (c) Employment Practices Liability Insurance; and
- (d) Workers' Compensation Insurance as required by law.

The amount of coverage for the above shall be no less than the minimum required by the District. The District shall be named as an additional insured on the Commercial General Liability policy. A copy of the policy or endorsement or insurance certificates setting forth the coverage and limits shall be provided to the district within 30 days from receipt of the document.

### Article XII

#### AMENDMENT OF BYLAWS AND ARTICLES OF INCORPORATION

These bylaws and articles may be amended or repealed and new bylaws or articles adopted by the vote of a majority of the board of directors, provided that:

1. The bylaws shall conform to the requirements of Education Code Section 72670 et seq. and Title 5 of the California Code of Regulations.
2. Any changes to the bylaws shall be submitted to the District Board of Trustees for review and approval prior to adoption.

### Article XIII

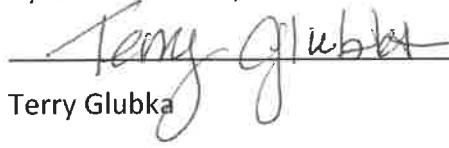
#### MISCELLANEOUS

The president or vice-president, or such other officers as the board of directors may select for that purpose, are authorized to vote, represent and exercise on behalf of this corporation all rights incident to any and all voting securities of any other corporation or corporations standing in the name of this corporation. The authority herein granted to said officers to vote or represent on behalf of this corporation any and all voting securities held by this corporation in any other corporation or corporations may be exercised either by such officers in person or by any person authorized to do so by proxy or power of attorney duly executed by such officers.

This is to certify that this is a true and correct copy of the bylaws of the Solano Community College Educational Foundation.

SOLANO COMMUNITY COLLEGE EDUCATIONAL FOUNDATION

By Vice President, President Elect

  
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Terry Glubka

Dated: October 28, 2025

12/4/84, 10/26/21, 01/28/2025, 04/22/2025, 10/28/2025