

California State University, Fresno Foundation

A California Nonprofit Corporation

ARTICLE I

CORPORATE SEAL

The corporate seal shall consist of a circle, having at its circumference the words **CALIFORNIA STATE UNIVERSITY, FRESNO FOUNDATION**, and inside the circle the following words and figures: **Incorporated June 19, 1931**.

ARTICLE II

BOARD OF GOVERNORS

Section 1. The activities and affairs of the Corporation shall be controlled, conducted and the corporate powers are by the Articles of Incorporation and Article V of these Bylaws exercised by or under the direction of a Board of no more than thirty-eight (38) Governors but not fewer than fifteen (15), one of whom shall be the President of California State University, Fresno, as an ex-officio member. The exact authorized number of Governors shall be determined by the Board from time to time. Each of the Governors shall hold office until his or her successor is elected or qualified as an ex-officio member, or until his or her resignation, term expiration, death or removal. Each member of the Board of Governors shall have one (1) vote. No Governor may vote at any meeting of the Board or any committee by proxy.

Section 2. The Corporation may from time to time enter into various agreements with third parties, employ individuals (including, but not limited to the Executive Director), or engage agents or representatives to perform assigned or delegated duties or tasks, all of which shall be undertaken under the direction and oversight of the Board of Governors through resolutions adopted by the Board.

ARTICLE III

NOMINATION AND ELECTION OF GOVERNORS

The election, reelection and all vacancies on the Board of Governors shall be in accordance with the following process: Each proposed nominee shall be reviewed by the Governance Committee and selected nominee names and qualifications forwarded to the President of California State University, Fresno for ratification. The name of each nominee ratified by the University President shall then be formally nominated to the Board of Governors for election by a majority vote of the members present at a meeting duly held at which a quorum exists.

ARTICLE IV

GOVERNOR TERM OF OFFICE

Section 1. The term of office of the Governors shall be four (4) years.

Section 2. Upon the expiration of each four (4)-year term, newly elected or re-elected Governors shall be designated terms of four (4) years, so that Board members serve staggered terms. Except for the President of California State University, Fresno, term limits shall apply to each member of the Board of Governors as follows: (i) the term limit shall be two (2) four (4)-year terms, and (ii) a person appointed to fill a vacancy mid-term shall be able to complete that term and then begin the first of two (2) four (4)-year terms. In counting the number of terms that a Governor has served for purposes of this Section, the first term to be counted shall not be earlier than July 1, 2012. Following at least a one (1)-year break, any member of the Board of Governors may be re-elected to the Board and thereafter be subject anew to the term limits specified in this Section 2.

ARTICLE V

POWERS OF GOVERNORS

The Governors have power:

1. To appoint and remove officers, agents, employees, fix their duties and compensation and may require from them security for faithful service;
2. To manage the business of the Corporation, to adopt policies, and make for it rules and regulations not inconsistent with other provisions of the Bylaws or the laws of the State of California.
3. To incur indebtedness for the conduct of business, the terms and amount of which shall be entered on the minutes of the Board;
4. To supervise all officers, agents and employees, and see that their duties are properly performed.

ARTICLE VI

GOVERNOR VACANCIES

Section 1. Events Causing Vacancy. A vacancy on the Board of Governors shall be deemed to exist at the occurrence of any of the following:

- (a) The death, resignation, or removal of any Governor.
- (b) The declaration by resolution of the Board of Governors of a vacancy as allowed under §5221 of the California Nonprofit Public Benefit Corporation Law.
- (c) The failure of the Board, at any meeting of the Board at which any Governor(s) is to be elected, to elect the Governor(s) nominated at that meeting pursuant to the provisions of Article III.
- (d) An increase of the authorized number of Governors.

Section 2. Resignation. Except as provided in this Section, any Governor may resign, which resignation shall be effective upon receipt of written notice by the Chair of the Board or the Secretary, unless the notice specifies a later effective date for the resignation. No Governor may resign when the Corporation would then be left without a duly elected Governor or Governors in charge of its affairs.

Section 3. Removal.

(a) Any Governor may be removed for cause by the vote of the majority of the members of the entire Board of Governors at a special meeting called for that purpose, or at a regular meeting, provided notice of that meeting on the removal matter has been given as provided in Article XIV.

(b) Any Governor who does not attend scheduled Board meetings as prescribed in Article XIII, Section 1 may be removed from the Board without Board resolution unless:

- (i) The Governor requests a leave of absence for a limited period of time, and the leave is approved by the Board at a regular or special meeting. If such leave is granted, the number of Board members will be reduced by one in determining whether a quorum is or is not present.
- (ii) The Governor suffers from an illness or disability which prevents him or her from attending meetings and the Board by resolution waives the automatic removal procedure of this subsection (b).

Section 4. Filling of Vacancies. Any vacancy caused by the death, resignation, or removal of a Governor shall be filled in accordance with the provisions of Article III.

ARTICLE VII

LOANS TO GOVERNORS OR OFFICERS

The Corporation shall not make any loan of money or property to, or guarantee the obligation of, any Governor or officer unless approved in advance and in writing by the Attorney General.

ARTICLE VIII

GOVERNOR EXPENSES

The Board may authorize by policy the advance or reimbursement of actual reasonable expenses incurred by a Governor or member of a committee in carrying out his or her duties.

ARTICLE IX

OFFICERS

The officers shall be a Chair, a Vice Chair, a Treasurer, and a Secretary. The Chair, Vice Chair, and Treasurer shall be elected by the Board of Governors from a slate of Board members nominated by the Governance Committee; provided, however, the Treasurer shall not serve concurrently as the Chair. The President of the University serves ex-officio as the Secretary. The terms of office of the Chair, Vice Chair, and the Treasurer shall be one year expiring at the next succeeding annual election or at such time that their successors are elected.

No compensation shall be paid to any officer of the Corporation.

ARTICLE X

DUTIES OF OFFICERS

Section 1. Chair. The Chair shall be the chief executive officer of the Corporation. He or she shall have such other powers and duties as may be prescribed by the Board of Governors or these Bylaws. The Chair shall be responsible to the Board of Governors, shall see that the Board is advised on all significant matters of the Corporation's business, and shall see that all orders and resolutions of the Board are carried into effect. The duties prescribed in these Bylaws may be delegated in writing by the Chair to designated management personnel, with notice to the Board, but remains responsible for any delegated duties under this section.

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Section 2. Vice Chair. The Vice Chair performs the duties of the Chair in the absence of the Chair. The Board of Governors may assign other responsibilities to the Vice Chair consistent with these Bylaws. The duties prescribed in these Bylaws may be delegated in writing by the Vice Chair to designated management personnel, with notice to the Board, but remains responsible for any delegated duties under this section.

Section 3. Secretary. The Secretary shall attend to the following:

(a) Book of Minutes. The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board of Governors may direct, a record of minutes of all meetings and actions of Board and committees, with the time and place of holding regular and special meetings, and if special, how authorized, the notice given, the names of those present at such meetings, and the proceedings of such meetings.

(b) Notices and Other Duties. The Secretary shall give, or cause to be given, notice of all meetings of the Board and committees required by the Bylaws to be given. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

(c) The duties prescribed in these Bylaws may be delegated in writing by the Secretary to designated management personnel, with notice to the Board, but remains responsible for any delegated duties under this section.

Section 4. Treasurer. The Treasurer of the Corporation shall attend to the following:

(a) Books of Account. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Governor at all reasonable times.

(b) Deposit and Disbursement of Money and Valuables. The Treasurer shall deposit all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board; shall disburse funds of the Corporation as may be ordered by the Board; shall render to the Chair and Governors, whenever they request it, an account of all financial transactions and of the financial condition of the Corporation; and shall have other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

(c) The duties prescribed in these Bylaws may be delegated in writing by the Treasurer to designated management personnel, with notice to the Board, but remains responsible for any delegated duties under this section.

ARTICLE XI

EXECUTIVE COMMITTEE

Section 1. There shall be an Executive Committee, consisting of the Chair of the Board, the immediate past Chair of the Board, the Vice Chair, Treasurer, Secretary, and one other member of the Board named by the Board Chair and approved by the Board. Each member of the Executive Committee shall concurrently be a member of the Board. This committee shall serve until the next election of officers at the annual meeting.

Section 2. Subject to the restrictions contained in §5212 of the California Nonprofit Public Benefit Corporation Law, the Executive Committee may act on behalf of the Board of Governors involving transactions of the Corporation requiring Board action when it is not practicable for the Board to convene a meeting in a timely manner. The Board may delegate specific authority to the Executive Committee by resolution. The Executive Committee shall promptly report to the Board any actions taken on behalf of the Board and the circumstances associated with that action.

Section 3. The Executive Committee performs the functions of the Gift Acceptance Committee under a statement of purpose and authority adopted by resolution of the Board of Governors.

ARTICLE XII

OTHER COMMITTEES

Section 1. The Board of Governors may designate one or more standing or ad hoc committees consisting of three or more Governors, and only of governors in the case of committees with delegated authority to act for the Board, to serve at the pleasure of the Board. Membership of all committees shall be subject to the approval of the Board of Governors. Any member of any committee may be removed for cause, at any time by the Board. Subject to the restrictions of §5212 of the California Nonprofit Public Benefit Corporation Law, any committee, to the extent provided in the resolution of the Board, may act on behalf of the Board.

Section 2. Board resolutions establishing committees shall each include the name of the committee, its purpose, scope of authority, and composition. Advisory committees may include non-board members.

ARTICLE XIII

ANNUAL, REGULAR AND SPECIAL MEETINGS

Section 1. Regular Meetings. Regular Board meetings shall be held at least once each calendar quarter of each year at a time and place to be designated by the Secretary. A Governor who attends fewer than half of the regularly scheduled board meetings in any twenty-four (24) consecutive months may in the discretion of the President of California State University, Fresno be declared to be vacant and subject to replacement pursuant to Articles III and VI of these Bylaws.

Section 2. Annual Meetings. The annual meeting for the election of officers, re-election of Board members and election of new Board members, shall be the meeting in the second quarter of the calendar year.

Section 3. Special Meetings. Special Board meetings may be called at any time by the Chair, or by the Secretary, or by five members of the Board. Special meetings of any committee may be called at any time by the committee Chair or by three members of the committee.

ARTICLE XIV

NOTICE OF MEETINGS

Section 1. Annual and Regular Meetings. Notice of any meeting of the Board or committees, whether annual or regular, shall be given to all respective members at least seven (7) days in advance of each meeting. Notice may be delivered personally, by first-class mail, telephone, or by electronic transmission (including email), provided that such notice may be waived by any member. Notice shall not be given by electronic transmission if the Corporation is unable to deliver two consecutive notices to a member by that means, or if the inability to deliver the notice becomes known to the Secretary or other person responsible for giving such notice. Notice of any meeting shall also be given pursuant to this Article to any person who requests such notice in writing.

Section 2. Special Meetings. Notice of a special meeting of the Board or any committee shall be delivered at least twenty-four (24) hours prior to any meeting and shall specify the time and place of the special meeting and the business to be transacted. No other business shall be considered at these meetings. Notice may be delivered personally, by first-class mail, telephone or by electronic transmission (including email), provided that such notice may be waived by any member. Notice shall not be given by electronic transmission if the Corporation is unable to deliver two consecutive notices to a member by that means, or if the inability to deliver the notice becomes known to the Secretary or other person responsible for giving such notice. Notice of any meeting shall also be given pursuant to this Article to any person who requests such notice in writing.

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Section 3. An agenda listing the matters to be considered at each meeting shall be included in the meeting notice. Written notice may be dispensed with for any members who, at or prior to the time of the meeting convenes, files with the Secretary a written waiver of notice.

Section 4. The transactions of any meeting of the Board or any committee, 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 respective members 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 respective member who attends the meeting without protesting before or at its commencement about lack of adequate notice.

ARTICLE XV

CONDUCT OF MEETINGS

Section 1. All meetings of the Board and committees shall be open and public, and all persons shall be permitted to attend any meeting of the Board; provided, however, that the Board or any committee may hold Closed Sessions during any meeting to consider those matters that may lawfully be considered in such closed sessions under Article 2 (commencing with Section 89920) of Chapter 7 of Part 55 of the Education Code.

Section 2. Regular meetings of the Board of Governors or committees may be held at any place within or outside the State of California, as designated from time to time by resolution of the Board. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation. Special meetings of the Board or committees shall be held at any place within or outside of the State of California, as designated in the notice of meeting or, if not stated in the notice or if there is no notice, at the principal office of the Corporation. Notwithstanding the above provisions of this Section, a regular or special meeting may be held at any place consented to in writing by all respective members, either before or after the meeting. Members may participate in a meeting through use of conference telephone or electronic video screen communication provided all members participating are able to hear one another.

Section 3. The conduct of meetings of the Board of Governors and its committees shall be guided by, but not held to *Robert's Rules of Order*, and the Board may establish written policy and procedures to implement this Article.

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ARTICLE XVI

EMERITI GOVERNORS

The Board of Governors may by resolution establish the honorary positions of Governor Emeritus and/or Chair Emeritus for former Board members, together with the process of granting such status, and any prerequisites of such positions.

ARTICLE XVII

QUORUM

Section 1. A majority of the Board of Governors or a committee shall constitute a quorum for the transaction of business, except to adjourn as provided in below. Every act or decision done or made by a majority of the members present at a meeting held at which a quorum is present shall be regarded as the act of that body, subject to the provisions of the California Nonprofit Public Benefit Corporation Law and exceptions in these Bylaws. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of any member, if any action taken is approved by at least a majority of the quorum required for the meeting.

Section 2.

A majority of the Board or committee members present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

ARTICLE XVIII

TRANSACTIONS WITH BOARD MEMBERS

The Corporation shall not enter into any contract or transaction that violates law, including but not limited to the Nonprofit Public Benefit Corporation Law, or any provisions governing the conduct of an organization operating as an auxiliary organization under California Education Code Sections 89900, et seq., and Title V of the California Code of Regulations, Section 42400, et seq.

ARTICLE XIX

INDEMNIFICATION AND INSURANCE

Section 1. Indemnification. To the fullest extent permitted by law, this corporation shall indemnify its governors, officers, employees, and agents, including persons formerly occupying any such positions, against all expenses (including attorneys fees), judgments, fines, settlements,

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and other amounts actually and reasonably incurred by them in connection with any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative, including an action by or in the right of the corporation, by reason of the fact that such person is or was a governor, officer, employee or agent of the Corporation.

On written request to the Board of Governors by any person seeking indemnification under Section 5238 of the California Nonprofit Public Benefit Corporation Code, the Board shall promptly determine whether the applicable standard of conduct set forth in Section 5238 has been met and, if it has, the Board shall authorize indemnification. At that meeting, the governors who are not parties to the proceeding shall determine whether the applicable standard of conduct set forth in Section 5238 of the California Nonprofit Public Benefit Corporation Code has been met and if it has, the governors who are not parties to the proceeding shall by a majority vote authorize indemnification. If the board cannot authorize indemnification because the number of governors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of governors who are not parties to that proceeding, then the determination as to whether the applicable standard of conduct has been met shall be made by the court or tribunal before which the proceeding is or was pending.

To the fullest extent permitted by law and except as it is otherwise determined by the Board of Governors in a specific instance, expense incurred by a person seeking indemnification under this Article of the Bylaws in defending any proceeding covered by those sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

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 a Governor, Officer, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 2. Insurance. This Corporation shall have the power and shall use its best efforts to purchase and maintain insurance on behalf of any Governor, Officer, employee or agent of the Corporation, against any liability asserted against or incurred by the Governor, Officer, employee or agent in any such capacity or arising out of the Governor's, Officer's, employee's or agent's status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under Section 1 of this Article; provided, however, that the Corporation shall have no power to purchase and maintain such insurance to indemnify any Governor, Officer, employee or agent of the Corporation for any self-dealing transaction, as described in Corporations Code §5233.

ARTICLE XX

CONSTRUCTION AND DEFINITIONS

Section 1. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, and the plural number includes the singular.

Section 2. Subject to any guidelines and procedures that the Board of Governors may adopt from time to time, the terms “written”, and “in writing” as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means and may include electronic transmissions, such as facsimile or email, provided (i) for electronic transmissions from the Corporation, the Corporation has obtained an unrevoked written consent from the recipient to the use of such means of communication; (ii) for electronic transmissions to the Corporation, the Corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (iii) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form. Any reference in these Bylaws to any legislative statute or regulation shall include any succeeding statute or regulation promulgated in replacement thereof.

ARTICLE XXI

AMENDMENTS

The Bylaws may be repealed or amended or new Bylaws adopted at any meeting of the Board of Governors by a majority vote or as otherwise prescribed by the Nonprofit Public Benefit Corporation Law.

History of Amendments:

Amended: May 13, 1999

Amended: February 28, 2003

Amended: March 29, 2007

Amended: June 7, 2007

Amended: March 27, 2008

Amended: December 1, 2009

Amended: December 9, 2010

Amended: December 8, 2011

Amended: September 20, 2012

Amended: March 21, 2013

Amended: April 23, 2013

Amended: December 5, 2013

Amended: March 26, 2015

Amended: December 15, 2016

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CERTIFICATE OF SECRETARY

I, the undersigned, the duly elected Secretary of the California State University, Fresno Foundation, a California nonprofit public benefit corporation, do hereby certify:

That the foregoing Amended Bylaws consisting of 11 pages were adopted as the Bylaws of the Corporation by the Board of Governors on the Corporation on March 26, 2015, and the same do now constitute the Amended Bylaws of the Corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 19th day of December, 2016.



Joseph I. Castro, Ph.D., M.P.P.
Secretary