

California State University, East Bay Foundation, Inc.
Bylaws

Amended and Restated on March 7, 2014

ARTICLE I: NAME AND OFFICES

Section 1. *Name*

The name of the Corporation is the CALIFORNIA STATE UNIVERSITY, EAST BAY
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Section 2. *Principal Office*

The principal office for the transaction of business of the Foundation is at California State
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Section 3. *Other Offices*

The Foundation may also have offices at such other place or places as the Board of
Directors may from time to time designate or as the business of the Foundation may
require.

Section 4.

Section 2. *Specific Purposes*

The Foundation is formed for the following specific purposes:

- (a) To promote and assist the educational services, development, maintenance and operation of California State University, East Bay, or such institution as shall succeed to the properties and functions of said University, and to apply the funds and properties coming into its hands toward furthering the educational services, development, maintenance and operation of said University;
- (b) To engage in or support projects of research or educational development and to assist financially any such projects; and
- (c) To own, operate or provide primarily for the convenience of faculty, students and employees, the operation on or near the campus of said University of one or more cafeterias, restaurants, fountains, canteens, vending machines, bookstores, concessions for University events, and supply and service stores and to sell food, confectionery, and beverages and all kinds of merchandise and services necessary to carry out the purposes of the corporation.

Section 3. *Powers*

The Corporation shall have such powers as are now or may hereafter be granted by the laws governing auxiliary organizations of the California State University and by the Nonprofit Corporation Law of the State of California, except as limited by the provisions of its Articles of Incorporation or these Bylaws. Without limiting the generality of the foregoing, the Board of Directors shall have the following powers, namely:

- (a) To appoint and remove officers, agents, employees, and members of special committees; to fix the duties and compensation of the persons so appointed; and to require such security for the faithful performance of their duties as may be deemed advisable;
- (b) To oversee the business of the Foundation in accordance with, and to make such rules and regulations for the Foundation as are not inconsistent with, its Articles of Incorporation, these Bylaws, and the laws of the State of California including, specifically, the Corporation Code, the Education Code, and the Code of Regulations, Title 5;
- (c) To incur such indebtedness as may be deemed by it necessary for the conduct of the business of the Foundation; and
- (d) To oversee all officers, agents, and employees of the

ARTICLE III: MEMBERSHIP

In accordance with Section 5310 of the California Nonprofit Public Benefit Corporation Law, the corporation shall have no members within the meaning of Section 5056 of that law. All action which would otherwise require approval by a majority of all members or approval by members shall require only approval of the Board of Directors. All rights, which would otherwise vest in members, shall vest in the directors.

approved by the University President. Similarly, all actions to remove any director shall be approved by the President.

Section 2. *Term of Office*

- (A) The term for the Board of Directors, except for ex-officio directors and the director who is a member of the student body, shall be for two (2) years, and a director shall serve no more than two consecutive terms absent a majority vote of the directors to extend a director.
- (B) The term for ex-officio directors shall extend through their term in office at the University.
- (C) The term for the director who is a member of the student body shall be for one year.
- (D) The terms of directors shall run from July 1 of the year of the appointment and end on June 30 of the following second year. The director who is a member of the student body shall serve from July 1 through June 30 of the following year.

Section 3. *Vacancies*

Vacancies on the Board of Directors occurring other than by expiration of a term shall be filled by appointment by the University President upon recommendation by the Academic Senate for faculty board positions and Associated Students Incorporated for student board positions.

Section 4. *Resignation or Removal*

Any member of the Board of Directors may resign at any time by giving written notice to the Chair of the Board and, unless otherwise specified therein, the acceptance of such notice shall not be necessary to make it effective. The resignation shall be effective when notice is given unless the notice specifies a later time for the resignation to become effective.

Subject to approval by the President pursuant to section 1(C) of Article IV, the Board of Directors may without cause, by vote of a majority of the directors then in office, remove from office any member of the Board except the University President or his/her designee, the Provost and Vice President for Academic Affairs, and the Chief Financial Officer and Vice President for Administration and Finance of the University.

Section 5. *Inspection by Directors*

Each director shall have the right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Foundation for a purpose

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director shall not have the right to inspect those books, records or documents made privileged or confidential by law. This inspection must be made by the director in person, provided that the director may be accompanied by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents, subject to payment of a reasonable charge. The use by a director of any information, not a matter of public record, received by such director by reason of being a director, for personal pecuniary gain, shall be unlawful as stated in section 89909 of the California Education Code.

Section 6. *Standard of Conduct*

- (A) A director shall perform his/her duties as director, including duties as a member of any committee of the Board of Directors, in good faith, in a manner such director believes to be in the best interests of the Foundation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.
- (B) No member of the Board of Directors shall be financially interested in any contract or other transaction entered into by the Board of Directors that is not in accordance with the conflict of interest provisions set forth in Education Code Sections 89906-89909.
- (C) A director shall abstain from voting in any matter in which the director has a personal or financial interest as provided herein or in the California Education Code and shall excuse himself/herself from board discussions involving such matters.

Section 7. *Compensation of Directors*

No director shall receive any salary or other similar compensation for any services as a director; however, the Board of Directors may authorize the reimbursement of actual and necessary expenses incurred by individual directors performing duties as directors.

ARTICLE V: OFFICERS

Section 1. *Officers*

The officers of the Foundation shall be a Chair, Vice Chair, Secretary-Treasurer and such other officers as the Board shall time to time deem necessary to elect. All other officers are elected by the Board of Directors from its membership. Officers shall:

- (a) be elected at the annual meeting of the Board of Directors;
- (b) assume the duties of their respective offices on the first day of the fiscal year following their election, or on such other date thereafter as may be designated by

resolution of the Board of TJET

- (f) (Q V X U H S U R S H U L Q Y H V W P H Q W R I W K H) R X Q G D W L R C
established by the Board of Directors;
- (g) Ensure proper preparation and submission of such reports and accounts as may be
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Office;
- (h) Maintain the books of account and have them available for inspection by any
Director at all reasonable times;
- (i) Deposit monies and other valuables in the name, and to the credit, of the
Foundation with such depositories as may be designated by the Board;
- (j) Ensure financial commitments and expenditures by the Foundation are in
accordance with pertinent University policies and guidelines or explicit, written
Foundation policies, and with detailed budgets approved by the Board;
- (k) Perform such other duties as may be prescribed by the Chair, the Vice Chair, and
the Board of Directors of the Foundation.

Section 5. *Vacancies*

If the office becomes vacant for any reason, the Board of Directors shall fill such vacancy by majority vote, subject to approval of the University President.

Section 6. *Resignation or Removal*

Any officer elected or appointed by the Board of Directors may resign at any time upon written notice to the Board of Directors without prejudice to other rights, if any, of the officer under any contract with the Foundation to which the officer is a party. Subject to the approval of the University President, any officer elected or appointed by the Board of Directors may, by vote of the majority, be removed by the Board whenever in its judgment the interest of the Foundation would be thereby best served. Any such removal shall be without prejudice to any other rights, which said officer might have.

Section 2. *Regular Meetings*

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Section 7. *Adjourned Meetings*

A quorum of directors or, in the absence of a quorum, a majority of the directors present at any Board of Directors' meeting may adjourn the meeting to meet again at a stated date,

Section 2. *Executive Committee*

- (A) The Executive Committee shall have the authority to act in all matters in which the full Board has authority to act, except as provided in Section 1 of this Article VII.
- (B) The Executive Committee shall be composed of the Chair, Vice Chair, Secretary-Treasurer, and the Audit Committee Chair.
- (C) Any action taken by the Executive Committee, in order to be valid, shall be taken at a

Section 5. *Fidelity Bonds*

The Board of Directors may, by resolution, require any and all of the officers to give bonds to the Foundation, with sufficient surety or sureties, conditioned for the faithful performance of the duties of their respective offices, and to comply with such other conditions as may be required by the Board of Directors.

Section 6. *Loans*

The Board of Directors shall not make any loan of money or property to or guarantee the obligation of any director or officer, unless approved by the Attorney General of the State of California. This provision does not apply to a loan of money to or for the benefit of an officer in circumstances where the loan is necessary, in the judgment of the Board of Directors, to provide financing for the purchase of the principal residence of the officer in order to secure the services or continued services of the officer and the loan is secured by the real property purchased with the loan. Any such loan shall be approved pursuant to the then-current requirements of the California Corporations Code for transactions with interested persons and shall be reported annually pursuant to California and federal law.

Section 7. *Investments*

The Board of Directors shall not make any investments with any director or officer during his/her years of service and within five years from the time his/her service ends.

Section 8. *Borrowing*

No loan shall be contracted on behalf of the Foundation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors and in accordance with the policy of the Board of Trustees of the California State University.

Section 9. *Grants*

The Board of Directors may, at its discretion, accept on behalf of the Foundation any grant for the general purposes or for any specific purpose of the Foundation. Acceptance authority may be delegated in writing to designated officers.

Section 10. *Investment Gains*

This corporation does not contemplate the distribution of gains, profits or dividends to the members thereof.

Section 11. *Fiscal Year*

The fiscal year of the Foundation shall begin on the first day of July of each year and shall

end on the last day of June of the next succeeding year.

Section 12. *Indemnification of Directors, Officers, Employees and Other Agents*

- (A) Right of Indemnity: To the fullest extent permitted by law, the Foundation shall indemnify its directors, officers, employees, and other persons described in Section 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, as that term is used in that section, and including an action by or in the right of the Foundation, by reason of the fact that the person is or was a person described in that section. Expenses, as used in this bylaw, shall have the same meaning as in Section 5238(a) of the California Corporations Code.
- (B) Approval of Indemnity: On written request to the Board of Directors by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the directors shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the directors shall authorize indemnification.
- (C) Advancement of Expenses: To the fullest extent permitted by law and except as otherwise determined by the Board of Directors in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding covered by those sections shall be advanced by the Foundation before final disposition of the proceeding, on receipt by the Foundation 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 Foundation for those expenses.
- (D) Insurance: The Foundation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by any officer, director,
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ARTICLE IX: AUXILIARY ORGANIZATION

This Corporation is an auxiliary organization in support of California State University, East Bay as defined in Section 89901(d) of the California Education Code. In addition to the restrictions in the Articles of Incorporation of this Corporation, it shall not engage in any activity except those activities permitted by the Operating Agreement between this Corporation and the Trustees of the California State University.

ARTICLE X: AMENDMENTS

These bylaws may be repealed or amended or new Bylaws adopted at a meeting of the Board of Directors by the affirmative vote of

SECRETARY'S CERTIFICATE

This is to certify that the foregoing amended bylaws of the California State University, East Bay Foundation, Inc. were duly approved by the Board of Directors on March 7, 2014.

In witness whereof, the undersigned duly elected and acting Secretary-Treasurer of said corporation, Bradley Wells, has signed this Certificate this 7 day of March, 2014



Bradley Wells, Secretary-Treasurer
California State University, East Bay Foundation, Inc.