



MiraCosta College Foundation Bylaws

ARTICLE I: Name

The name of this organization is the MIRACOSTA COLLEGE FOUNDATION (hereinafter, the "Foundation"). It was established in 1967 as an independent entity under the auspices of the MiraCosta Community College District (herein after, the "College").

ARTICLE II: Purpose

Section 1: Charitable and Educational Purposes

The Foundation is organized exclusively for charitable and educational purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code.

Section 2: Mission and Vision

The mission of the Foundation is to promote the interests and the welfare of the College and secure resources that will transform student lives. The vision of the Foundation is to ensure that no one is denied access to higher education because of financial need and that resources are available to enrich the college experience for all students.

ARTICLE III: Foundation Office

The Office of the Foundation, at which its general business shall be transacted and where its records shall be kept, shall be the offices of MiraCosta Community College District, 1 Barnard Drive, Oceanside, California 92056.

ARTICLE IV: Organizational Structure

Section 1: Foundation Board Members

The Foundation Board (herein after referred to as "Board") shall be composed of at least eleven but no more than thirty-three members. Board members are selected from the community based on their demonstrated support for and interest in the programs, services, and activities of the College. They are elected by their fellow Board members by a majority vote for a term of four years. A member may serve on the Board for no more than two consecutive terms... A Termed out Board member may attend Board



meetings in a non-voting capacity and is eligible to be reelected to the Board after not serving on the Board for one year.

Members of the Board, including Honorary Advisors and Emeritus Members, may be removed for cause by the recommendation of the Executive Committee and the affirmative vote of two-thirds of the voting Board members present at a Board meeting.

Section 2: Foundation Board Advisors

Board advisors without voting privileges may include one from (a) the Associated Student Government, (b) the Academic Senate, and (c) the Classified Senate. Advisors will serve a one-year term and are chosen by being elected by their peers as the presidents of their respective organizations. In addition, the Board of Trustees of the College reserves the right to appoint one of its members to serve as an advisor to the Board.

There may be three additional Board advisors: (a) the College Superintendent/President; (b) the College Vice President of Business and Administrative Services; and (c) the College Associate Vice President of the Office of Institutional Advancement. The roles of these Board advisors are as follows: The Superintendent/President will ensure that the current objectives, strategies, and priorities of the Board of the Foundation align with those of the College. They shall have the right to cause the Foundation to cease any activity deemed in their judgment to be contrary to the policies or interests of the College. The Vice President of Business and Administrative Services shall provide overall fiscal oversight. The College Associate Vice President of the Office of Institutional Advancement shall serve as the Foundation's Chief Operating Officer, Corporate Officer, and Secretary to the Board, and as an advisor to all committees. The Vice President of Business and Administrative Services and the College Associate Vice President of the Office of Institutional Advancement report to the College Superintendent/President.

The Board shall have the power to establish and regulate Foundation support groups deemed necessary to carry out the mission of the Foundation. These groups may operate in an advisory capacity but are not vested with approval authority.

Section 3: Honorary Advisors to the Board

The Board may designate persons to serve as Honorary Advisors without voting privileges. Honorary Advisor status will be given in recognition of special expertise, position, prestige, and/or service to the College or Foundation. Honorary Advisors are



elected by a majority vote of the Board based on the recommendation of the Governance and Nominations committee and approval of the Executive Committee.

Section 4: Emeritus Members to the Board

Board members with emeritus status shall be selected from those board members who have served on the Foundation Board with distinction and excellence. Emeritus member candidates will have served on the board for a minimum of two (2) terms and are considered deserving of this title for outstanding service.

An emeritus board member shall be entitled to receive all notices and information which are provided to the Board, to attend all Board meetings, to participate in meetings of the committees in which they serve, and encouraged to attend other events conducted by the Foundation. An emeritus board member shall not be subject to any attendance policy, counted in determining if a quorum is present at a meeting, entitled to hold office, or entitled to vote at any board meeting.

The Executive Committee of the Board will consider potential candidates and may nominate one (1) or more individuals for emeritus status. The Executive Committee will present the nomination(s) along with supporting statements to the Board for consideration. A simple majority vote of the Board present at a meeting at which a quorum is present is sufficient to approve appointment.

Section 5: Board Member Terms

The terms of Board members shall coincide with the start and end of the Foundation's fiscal year (July 1-June 30). At least 30 days prior to the expiration of the term of a Board member, they will be notified whether they have or have not been nominated for reelection. When a new member is elected during the fiscal year, the end date of their term will be specified at the time of the election with that first term not to exceed four years.

Section 6: Taking Action

A quorum of fifty percent plus one of the Board members is required to conduct business at regular meetings or to conduct business by special means, including but not limited to correspondence, electronic mail, and conference calls. Actions taken outside of regular meetings will be reported at the next regular meeting of the Board.



Section 7: No Compensation

Board members will not receive compensation from the Foundation for their service. Any non-monetary items made available to Board members during meetings for use or consumption during such meetings shall be interpreted as incidental and not treated as a form of compensation.

Section 8: Meetings

Regular meetings of the Board shall be held at least quarterly, at a time and place to be designated by the Foundation President and/or Foundation Executive Director. Special meetings in addition to the standard quarterly meetings may be called and held in person or electronically at any time by the Foundation President, Foundation Executive Director, or by at least five Board members. Notice of the time, place, and agenda of any meeting shall be given to each Board member at their designated contact location no less than five business days before the date of said meeting.

Section 9: Filing Address

Each Board member shall provide the Foundation Secretary with one mailing or e-mail address. All notices regarding Board meetings and business will be sent to this address until notice of change of address has been given to the Foundation Secretary by the Board member in writing.

Section 10: Quorum

All meetings of the Foundation Board must include a quorum of fifty percent plus one of the Board members. If a meeting is cancelled for lack of a proper quorum, proper notice shall be given for a subsequent meeting with an agenda containing the same action items. In the event that no proper quorum is present at the subsequent meeting, the Executive Committee may decide on actions without a quorum of the Board, with the exception of votes to expel a member of the Board.

ARTICLE V: Officers

Section 1: Board Officers

The officers of this Foundation shall be a President, a Vice President, a Chief Operating Officer, and a Treasurer. They shall serve without compensation. The Chief Operating Officer shall serve as the Executive Director of the Foundation and shall serve as Secretary to the Foundation Board as indicated in Article VI below. The President,



Vice-President, and Treasurer shall be elected from the Board at the fourth-quarter Board meeting of the fiscal year. The elected officers shall commence office on July 1 of the following fiscal year and serve for a period of two years. Vacancies shall be filled by the Board for the unexpired term of the office vacated.

Section 2: President

The President of the Board shall preside at all meetings and shall perform other duties to fulfill the mission and vision of the Foundation. Prior to serving as President, the President shall have served at least one year on the Executive Committee. The President shall appoint such committees, as he/she deem necessary from members of the Board and other interested community members.

Section 3: Vice President

The Vice President the Board shall, in the absence or disability of the President of the Board, have all the power of, and act for, the President. The Vice President will automatically become the Foundation President at the end of the current President's term or earlier departure.

Section 4: Secretary

The Secretary to the Board shall have the duties as set forth in Article VI below.

Section 5: Treasurer

The Treasurer shall be the chairperson of the Finance Committee, which shall monitor the Executive Director's role to receive and safely keep all funds and securities of the Foundation. The Treasurer shall provide oversight of the corporation's financial functions, shall work with the Executive Director to ensure the Board is receiving appropriate financial reports, and shall be available to consult with the Executive Director regarding the Foundation's finances.

ARTICLE VI: Chief Operating Officer

The Chief Operating Officer shall fulfill the functions of Corporate Officer, Secretary to the Board, and shall be the Executive Director of the College Foundation. This Officer shall have no voting privileges. Their duties include directing the programs of the Foundation, supervising College staff dedicated to supporting the Foundation, exercising administrative duties as necessary, accepting gifts on behalf of the Foundation, and ensuring the Foundation is in compliance with all applicable laws,



regulations, and College policies and procedures. As Secretary to the Board, this Officer will keep or cause to be kept a record of Board activities, including Board agendas, minutes, committee actions, and all records of the 501(c)(3) corporation. Other duties include serving notices, as may be necessary or proper, and keeping the corporate seal in safe custody. The College Associate Vice President of the Office of Institutional Advancement shall be the Chief Operating Officer of the Foundation for the duration of their appointment.

ARTICLE VII: Committees

With the exception of the Executive Committee, all committees shall be appointed by the President and shall serve at his/her pleasure. The standing committees of the Board are Executive, Finance, Audit, and Governance and Nominations.

Section 1: Executive Committee

a. Membership

The Executive Committee shall consist of seven members including the President, Vice President, Treasurer, Chair of the Governance and Nominations Committee and three additional Board members appointed by the President. The Superintendent/President, the Vice President of Business and Administrative Services, and the College Associate Vice President of the Office of Institutional Advancement serve as advisors to the committee.

b. Duties

Subject to such limitations as may be imposed by the Board, the Executive Committee shall be possessed of all of the powers of the Board, except those



that the California Nonprofit Public Benefit Corporation Law, Nonprofit Integrity Act, and all applicable laws.

Members of the Executive Committee should be willing to serve as Board Officers as vacancies arise.

Section 2: Audit Committee

a. Membership

The Audit Committee shall consist of a minimum of five Board members. One Member of the Finance Committee shall serve as non-voting member of the Audit Committee. The President and Treasurer may not serve on the Audit Committee. The College Associate Vice President of the Office of Institutional Advancement and the Vice President of Business and Administrative Services shall serve as advisors.

Qualified members of the Finance Committee should be willing to serve as the committee chair when a vacancy arises.

b. Duties

The Audit Committee shall be responsible for approving the selection of the independent auditor of the Foundation. Subject to supervision by the Board, the Audit Committee shall be responsible for recommending to the Board the retention or termination of the independent auditor and the compensation due that auditor. The Audit Committee shall confer with the auditor to review the annual audit. The Audit Committee acts to either accept the audit or recommend action based on the report. The Audit Committee shall conform to the Nonprofit Integrity Act and all applicable laws.

Section 3: Finance Committee

a. Membership

The Finance Committee shall consist of at least five members, one of whom shall be the Treasurer. The College Associate Vice President of the Office of



Institutional Advancement and the Vice President of Business and Administrative Services shall serve as advisors.
Committee members should be willing to serve as committee chair when a vacancy arises

b. Duties

This committee shall oversee all financial, planned giving, and investment activities of the Foundation. The Finance Committee shall develop fiscal policies and procedures for approval by the Board, including the official presentation of the annual budget.
The Finance Committee's actions shall conform to the Nonprofit Integrity Act and all applicable laws.

Section 4: Governance and Nominations Committee

a. Membership

The membership of the Governance and Nominations Committee shall consist of at least five Board members and the College Associate Vice President of the Office of Institutional Advancement who serves an advisor.
Committee members should be willing to serve as committee chair when a vacancy arises

b. Duties

The Governance and Nominations Committee is responsible for identifying and evaluating prospective members of the Board. The committee shall recommend candidates to the Executive Committee. The Executive Committee shall vote by majority to send this candidate to the full Board for election.
The Governance and Nominations committee will also evaluate Board members with expiring terms and make recommendations to the Executive Committee on which Board members should or should not be asked to stand for reelection.
The Executive Committee shall vote by majority to send this candidate to the full Board for election.

At least every five years the committee will review the Foundation's bylaws and make any necessary recommendations to the Executive Committee.



ARTICLE VIII: Other Public Nonprofit Benefit Corporations

The Foundation may control other public nonprofit benefit corporations, as provided by the Corporations Code, where those corporations have provided for such control in their articles of incorporation. As allowed by law, the Foundation shall provide joint financial statements and one audit for such controlled corporations, and the Finance Committee and Audit Committee shall serve as the finance and audit committees for such controlled corporations.

ARTICLE IX: Liability

No Board member of this organization shall be personally liable for the debts, liabilities, or obligations of this organization, except as provided by Corporation Code section 5230 et seq. The Foundation shall have the power and the duty to purchase and maintain insurance to the fullest extent permitted by law on behalf of its Members and Officers, against any liability asserted against or incurred in such capacity or arising out of such person's status. To the fullest extent permitted by law, this Foundation shall indemnify the members of this Board against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any legal action that rises as a result of Board majority decisions and actions of the Foundation. As used in these Bylaws, the term "expense" shall have the same meaning as is ascribed to such term in Section 5238(a) of the California Non-Profit Corporation Law.

On written request of the Board by any person seeking indemnification under Section 5238(a) or Section 5238(c) of the California Non-Profit Corporation Law, the Board promptly shall determine under Section 5238(a) of the California Non-Profit Corporation Law whether the applicable standard of conduct set forth in such Section 5238(b) or 5238(c) has been met. If that standard has been met, then the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of Board members who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of members who are not parties to that proceeding, then indemnification may be authorized only by the court in which such



proceedings were pending, upon application made by the Foundation or the parties seeking indemnification or such party's attorney.

ARTICLE X: Annual Reports to the Board of Trustees

The Foundation shall make a report annually to the Board of Trustees of the College outlining the activities, accomplishments, challenges, and financial statements of the Foundation.

Upon the acceptance vote by the Foundation Board of the annual audit, a report of the outcome of the audit shall be made to the Board of Trustees of the College.

ARTICLE XI: Amendment of Bylaws

Amendments to these bylaws may be recommended by the Governance and Nominations Committee following their scheduled quinquennial review of these bylaws, or by any Board member at a regular or special meeting of the Board. These bylaws may be amended or repealed and new bylaws adopted by a vote of two-thirds of the board members present at any meeting at which a quorum is present, provided notice of all proposed amendments or repeal shall have been given by mail, email or other electronic means to each board member at least five business days prior to the date of the meeting.

These bylaws supersede and replace all previous versions.