



Bylaws



ARTICLE I. NAME

The name of the Foundation is ANTELOPE VALLEY COLLEGE FOUNDATION, hereinafter called “the Foundation” or “AVCF”.

ARTICLE II. CORPORATE SEAL

The corporate seal of the Foundation shall consist of a circle having on its circumference the words “ANTELOPE VALLEY COLLEGE FOUNDATION” and within the circle the words “Incorporated 1991, California”.

ARTICLE III. PURPOSE

The primary purpose of the Foundation is to raise funds and receive gifts to provide supportive services for the achievement and maintenance of a superior program and for the general benefit of public education and community participation within the Antelope Valley Community College District (“the District”). The Foundation makes contributions to the District’s educational and community programs by developing, conducting, and financing fund raising programs and projects designed to benefit AVC students. The Foundation is organized and operated exclusively for charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE IV. MEMBERSHIP

The Foundation shall be open to all members of the community.

All board members, except those serving ex-officio, shall be members of the President’s Circle. All members of the Board of Directors are expected to make annual donations or bring in a minimum of \$1,000 of unrestricted funds annually.

ARTICLE V. BOARD OF DIRECTORS

Section 5.1 Number of Directors

The board shall consist of not less than 12 and not more than 35 volunteer directors. An additional five directors will serve on the board as ex-officio members from the District as follows:

- 1) The Superintendent/President/President of Antelope Valley College,
- 2) One representatives from the Antelope Valley College Board of Trustees,
- 3) President of the Academic Senate,
- 4) Associated Students Organization President, and
- 5) Executive Director of the Foundation.

The number may be changed by amendment of this By-law, by repeal of this By-law and adoption of a new By-law as provided in these By-laws, provided however that the number of authorized Board members shall not be reduced if such reduction would cause the removal of any board member prior to the expiration of such board members term of office.

Section 5.2 Term of Service of Directors

Each director shall be selected for a term of three years. Any director may be reappointed to serve additional terms pending the determination of continued mutual benefit by the Nominations and Board Development Committee. Term of service for officers and standing committee chairs are in their corresponding articles within these Bylaws.

Section 5.3 Voting Rights



Each director shall be entitled to one vote on the board for the transaction of Foundation business. Ex-officio directors that have the right to offer motions and to vote on any questions that come before the board are the Superintendent/President of Antelope Valley College, the immediate Past President of the Foundation, and two representatives from the Antelope Valley Board of Trustees; all other ex-officio members are non-voting members. Voting rights may not be exercised with the use of proxy votes. Additionally, the directors shall have all of the rights afforded under the California Nonprofit Public Benefit Foundation Law.

Section 5.4 Liability

No director shall be personally liable for debts, liabilities or other obligations of the Foundation.

Section 5.5 Insurance

The Foundation or the District shall maintain adequate liability insurance and directors' liability insurance for all activities connected with the Foundation.

Section 5.6 Indemnification

The Foundation or the District shall indemnify the directors, officers and employees for any legal acts performed in the conduct of authorized business on behalf of the Foundation.

Section 5.7 Leave of Absence

A leave of absence may be granted as follows:

- a) A director in good standing may apply to the Executive Committee for a leave of absence for any reason. The Executive Committee may grant a director a leave of absence for a period not to exceed one year.

Section 5.8 Director Emeritus

Any director of the Foundation that has served with distinction on the Board more than five years and has been a major contributor is eligible for nomination and election as Director Emeritus of the Board of Directors. A Director Emeritus shall have the privilege of attending all meetings and discussions but shall have no vote.

Section 5.9 Friends of the Foundation

Former board members who are unable to serve as required by these bylaws but still want to support the AVC Foundation may become members of the Friends of the Foundation. A member of the Friends of the Foundation must be a donor, and shall have the privilege of attending all meetings and discussions but shall have no vote.

Section 5,10 Honorary Director

Honorary memberships may be awarded to individuals who by their standing in the community will lend support to the Foundation's efforts. An Honorary Director will be elected through the same nominations process listed above.

Section 5.11 Removal

A director possessing three unexcused absences from scheduled regular board meetings may be requested to resign from the board, providing notice has been given to the director in writing by the President or the Executive Director of the Foundation.



Section 5.12 Vacancies

Vacancies resulting from death, incapacity, resignation or removal shall be filled in the manner provided in Article IX. Section 9.2 (c) Nominations/Board Development Committee.

ARTICLE VI. ETHICS AND FIDUCIARY RESPONSIBILITIES

Section 6.1 Powers of Directors

Subject to limitations imposed by law, the Antelope Valley Community College District Policies, the Master Agreement by and between the Antelope Valley Community College District and the Antelope Valley College Foundation, the Articles of Incorporation or these Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Foundation shall be controlled by, the Foundation board of directors. Without limiting any such power or authority, but subject to the same limitations, the board shall have the following powers:

- a) To determine the Foundation's objectives and formulate plans designed to meet them;
- b) To establish policies for administering the affairs of the Foundation;
- c) To adopt and control the operation, budget and financial plan of the Foundation and assure the conduct of the financial affairs on a responsible basis in accordance with established policies;
- d) To raise funds on behalf of the Antelope Valley Community College District in accordance with standard fundraising principles'
- e) To accept on behalf of the Foundation any contribution, gift, bequest or device for the general purposes or any special purpose of the Foundation;
- f) To control, manage and maintain the property of the Foundation, borrow money for corporate purposes, and to cause to be executed and delivered therefore, in corporate name, promissory notes, bonds, debentures, deeds of trust, indebtedness and security therefore – as provided in the Master Agreement between the Antelope Valley College Foundation and the Antelope Valley Community College District;
- g) To sell any property, real, personal or mixed, owned by the Foundation at any time upon such terms as deemed advisable, at public or private sale, for cash or upon credit;
- h) To retain sums received by the Foundation, when in the discretion of the board, such sums cannot be invested advantageously;
- i) To retain all or any part of any securities, or property acquired by the Foundation in whatever manner, and to invest and to reinvest any funds held by the Foundation, according to the judgment of the Board;
- j) To invest funds received by the Foundation in such stocks, bonds, mortgages, loans, secured or unsecured, or other investments as the Board shall deem advisable;
- k) To appoint such committees as it seems necessary and to prescribe powers and duties for them; and
- l) To select, appoint, supervise and remove officers, agents of the Foundation and prescribe powers and duties for them.

Section 6.2 Signatories

The persons authorized to sign checks and other negotiable instruments of the Foundation shall include the officers of The Foundation and the Executive Director of the Foundation.



- a) The specific individuals authorized to sign on behalf of the Foundation shall be determined by the Executive Committee and names may be added or deleted from the list of authorized signatories as the committee deems necessary.
- b) All financial accounts of the Foundation shall be established to require the signature of two authorized signatories.
- c) An individual authorized to sign shall not be a signatory on a check or other negotiable instrument of which he or she is the payee or is financially connected with the payee.

Section 6.3 Conflict of Interest and Compensation

A Director shall not act, either by motion, second, deliberation, vote or have influence, on any matter brought before the Foundation through its committees or to the Board of Directors when such matter will, or might, result in a direct or indirect financial gain to such director. No member of the Foundation's board of directors shall be financially interested in any contract or other transaction entered into by the Foundation except through normal employment by the college.

No part of the resources developed or funds raised by the Foundation shall inure to the benefit of, or be benefit of, or be distributed to any officer or director by virtue of his or her office or directorate. Members and officers of the Board, except ex-officio members who are employees of the District, shall serve without compensation, but shall be entitled to reimbursement for expenses in accordance with corporate policy. Contracts entered into with Foundation board members that include a bargain purchase shall be approved by the Executive Committee prior to entering into such contract and the action will be reflected in the minutes.

Section 6.4 Contracts, Checks, Deposits and Funds

The following procedures shall be followed with respect to contracts, checks, deposits and funds:

- a) The Board may authorize any officer(s) or agent(s) of the Foundation, in addition to the active and administrative officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation, and such authority may be general or confined to specific instances. Unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the Foundation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.
- b) All checks, drafts or orders for the payment of money shall be signed by at least two directors of the Foundation, from among those directors designated as signatories.
- c) All funds of the Foundation shall be deposited within five business days to the credit of the Foundation in such banks, savings and loans, trust companies or other depositories as the Board may select.

Section 6.5 Financial Audit and Review

The financial books and records of the Foundation shall be audited on an annual basis, and such audited statements shall be reviewed and approved by the Board.

Section 6.6 Inspection of Foundation Records

The accounting books, records and minutes of proceedings of the directors of the Foundation Board and committees of the Foundation shall be open to inspection at any reasonable time for a purpose related to such person's interest as a Foundation director or member of the AVC Board of



Trustees. Such inspection may be made in person or by an agent or attorney and shall include the right to make copies of such records.

ARTICLE VII. MEETINGS

Section 7.1 Place of Meetings

Meetings of the Board shall be held at any place within the state that has been designated from time to time by resolution of the Board or the consent of the majority of directors. In the absence of such designation, regular meetings shall be held at Antelope Valley College. Special meetings of the Board may be held either at a place so designated or at Antelope Valley College.

Section 7.2 Regular Meetings

Regular meetings of the Board shall be held at least quarterly on such dates as shall be set by the Board at its annual meeting.

Section 7.3 Annual Meeting

The first board meeting of the fiscal year is designated as the annual meeting of the Foundation and will serve as the principal organizational meeting for the purpose of setting the calendar and the transaction of other business.

Section 7.4 Special Meetings

The President of the Board, Executive Committee, or one-third of the directors entitled to vote may call special meetings of the Board for any purpose or purposes at any time.

Section 7.5 Notice of Meetings

Notice of each meeting setting forth the time, date and place of the meeting shall be delivered personally, by telephone, or by mail, or by other forms of written communication, charges prepaid, addressed to each director at the address last shown on the records of the Foundation, at least 72 hours before the time of the meeting with the exception of 7.8 below.

Section 7.6 Waiver of Notice

Whenever any notice is required to be given under the provisions of the California Nonprofit Public Benefit Foundation Law, or under the provisions of the Articles of Incorporation or by these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Appearance at a meeting by a director shall be deemed to be a waiver of notice.

Section 7.7 Quorum

A simple majority (50% plus one) of the directors entitled to vote shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a simple majority of the directors entitled to vote are present at said meeting, the only motion that the chair shall entertain at such meeting is a motion to adjourn as provided in Section 7.8 of this article. All that is required is a quorum at the beginning of any meeting. The withdrawal from the meeting of directors of the Board at any time after the meeting starts shall not destroy the quorum. The act of a majority of the directors entitled to vote present at a meeting at which a quorum is present will be the act of the Board, unless the act of a greater number is required by law or these Bylaws.

Section 7.8 Adjournment

A majority of the directors present, whether or not a quorum is present, may adjourn any board of director's meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjournment is held no more than 24 hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

Section 7.9 Action without Meeting

Subject to Section 7513 of the California Nonprofit Public Benefit Foundation Law, any action (except election of directors) may be taken without a meeting if 1) the written ballot of every director entitled to vote is solicited, 2) the required number of signed approvals in writing, setting forth the action so taken, are received, 3) the number of ballots cast within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and 4) the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Section 7.10 Telephone Meetings

Members of the Board may participate in a meeting through the use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Participation in meetings pursuant to this section constitutes presence in such meetings.

ARTICLE VIII. OFFICERS

Section 8.1 Officers

The officers of the Foundation shall be a President, President-elect, Vice President, Chief Financial Officer, Parliamentarian, Executive Director and such other officers as the Board may elect. All officers shall be selected from the directors of the Board. Each director may hold only one office at any time, excluding the President-elect/Vice President.

Section 8.2 Term of Office

The term of service of an elected officer shall be two years. A director's term on the board will be extended in order to allow him/her to complete his/her tenure as an officer.

The term of office shall begin on July 1 following the date of election and shall end the second June 30 of the elected officer's term.

Should the President be unable to serve for a full two-year term, he/she may exercise the option of selecting a one-year term.

Section 8.3 Election

The officers of the Foundation shall be nominated by the Board and elected at the Board's meeting in May or at such other time as determined by Article VII, Section 7.4. The Nominations/Board Development Committee, including at least three active directors, shall nominate prospective officers. The President, at the first regular meeting of each fiscal year, will appoint this committee.



Additional nominations may be made from the floor. Only those directors who have signified their consent to serve shall be nominated for or elected to office.

Section 8.4 Vacancies

A vacancy occurring in any active office may be filled for the remaining term by a nomination, as described in Article VII, Section 7.3 with ratification by a majority vote of the directors entitled to vote.

Section 8.5 Removal or Resignation

In the best interest of the Foundation, the Board may remove any officer elected or appointed by the Board from office, with or without cause, at any time. Any officer may resign at any time by giving written notice to the board of Directors or to the President. Any such resignation shall take effect at the date of receipt of notice or at any later date specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the board of Directors relating to the employment of any officer.

Section 8.6 President

The President shall be the Chief Executive Officer of the Foundation and as such shall be responsible for the general supervision, direction and control of the business and affairs of the Foundation. The President shall preside at all meetings of the Board and Executive Committee, and shall serve as primary spokesperson of the Board. The President shall perform all duties incident to the office and such other duties as may be required by law, by the Articles and By-laws, or as may be prescribed by the Board. The President and the Executive Committee shall be responsible for the Foundation's Strategic Plan.

Section 8.7 President-elect

The purpose of the election of a President-elect is to provide the holder of the office an opportunity to become familiar with the responsibilities of the office of President for one year prior to assuming the office of the President. The President shall counsel and advise the President-elect from time to time with respect to the affairs of the Foundation and the responsibilities and duties of the President. The President-elect shall perform such other duties as may be assigned by the President or the Board of Directors.

Section 8.8 Vice President

The Vice President shall perform the duties and exercise the powers of the President in the absence or disability of, or the refusal to act by, the President, and shall serve, ex-officio, as a member of all Standing Committees of the Board and from time to time shall perform such other duties as may be assigned by the President or the Board of Directors.

Section 8.9 Executive Director

The Executive Director shall be the Chief Operating Officer of the Foundation. The Executive Director shall attend all meetings of the Board, shall keep or caused to be kept at the principal office or other such place as the Foundation may order, a book of minutes of all meetings of the Foundation Board, with the time and place of holding, whether regular or special, and if special, how authorized, the notice given thereof, the names of those present at the Foundation Board meetings, and the proceedings thereof, and shall keep the seal of the Foundation and affix the same to such



papers and instruments as may be required in the regular course of business, make service of such notices as may be necessary and proper, perform all day-to-day development-related tasks for the Foundation as indicated in the job description, and shall have such other powers and duties as may be prescribed by the Board.

Section 8.10 Chief Financial Officer

The Chief Financial Officer (CFO) shall advise the staff of the Foundation on the maintenance of the accounting records and preparation of the financial statements of the Foundation, as well as on the maintenance of the system of internal accounting controls. The CFO will be responsible to insure that such records are kept and maintained, or caused to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Foundation, including its assets, liabilities, receipts, disbursement, gains, losses, capital and surplus. The CFO shall deposit or cause to be deposited all monies and other valuables in the name and to the credit of the Foundation with such depositaries as may be designated by the Foundation Board. The CFO shall oversee the receipt, safekeeping, investment and disbursement of the funds of the Foundation in accordance with the policies established by the Board of Directors. The CFO shall serve, ex-officio, on all Standing Committees of the Board concerned with the financial affairs of the Foundation. The CFO shall chair the Finance and Investment Committee.

Section 8.11 Parliamentarian

A Parliamentarian may be appointed by the President to guide meetings according to parliamentary procedures as provided in Article X, Section 10.5 of these Bylaws. The Parliamentarian will oversee the annual review of the Foundation's Bylaws and Policies and Procedures and ensure compliance.

ARTICLE IX. COMMITTEES

Section 9.1 Executive Committee

The Executive Committee shall be comprised of the President, President-elect, Vice President, Chief Financial Officer, Parliamentarian, Executive Director, Superintendent/President/President, and standing committee chairs.

The purpose of the Executive Committee is to help the board function efficiently and effectively, and serve as a "sounding board" for the CEO/President and Foundation President.

The committee members' roles and responsibilities are:

- To set board agendas
- Oversee the progress of goals in planning documents
- Handles certain routine business
- Periodically assesses the board committees
- Acts on other matters as delegated by the board.

The Executive Committee shall have such authority as may be prescribed by the board.

Executive Committee and Board member donation participation rates and cumulative dollars will be tracked and reported at all quarterly board meetings. Individual donations will be kept confidential.

Section 9.2 Standing Committees



Standing Committee chairs will be selected in collaboration with the President through the nominations process. The Standing Committee chairs will select their committee members, which may include individuals not on the Foundation Board of Directors, in concurrence with the President. Each committee chair will assess their committee membership to ensure full participation. Chairs will meet with inactive members as needed. A written report outlining the committee effectiveness will be made to the Executive Committee twice a year. The chairs may extend their term of service on the Board of Directors to complete their term as Standing Committee chairs.

The President shall appoint the following standing committees:

a) Finance and Investment

The Finance and Investment Committee will be comprised of no fewer than three directors of the Board and be chaired by the Chief Financial Officer of the Foundation. The purpose of the Finance and Investment Committee shall be to manage the endowment portfolio, recommend changes to the Foundation spending policy, and review the Foundation Investment Policies and administrative guidelines, oversee the Foundation's budget, develop and maintain a planning process/calendar, manage the Foundation's scholarship and grant allocations, and monitor financial reporting.

The committee members' roles and responsibilities are to:

- Oversee the policies and processes concerning investment asset management
- Develop appropriate spending and investment policies for recommendations to the board
- Set goals and objectives, thereby determining asset allocation
- Retain and evaluate external fund managers.

It shall also supervise the Foundation's investment portfolio, including authorization to purchase or sell bonds, stocks, or other securities approved by the Board and to invest income accruing to the Foundation from its investment portfolio, or to deposit such income in interest-bearing accounts in financial institutions approved by the Board, until such time as funds are disbursed through awards, grants or scholarships.

b) Audit Committee

The Audit committee shall be comprised of five or more members, three of whom are members of the Board, and have all must have a basic understanding of finance and accounting and be able to read and understand financial statements. At least one member shall have accounting or related financial management experience. Audit committee members shall not be members of the Finance or Investment committees.

The Audit Committee's duties and responsibilities are to:

- Monitor the integrity of the Foundation's financial reporting process and systems of internal controls regarding finance, accounting, tax and legal compliance.
- Monitor the independence and performance of the independent auditors.
- Provide an avenue of communication between the independent auditors, management and trustees.

- Monitor compliance with whistle-blower and conflict-of-interest policies and address any related issues that arise.
- Direct and oversee management's implementation of an effective process to identify, monitor, and manage the potential risks that the operation faces as it relates to financial reporting, internal controls, people, processes, systems and external events.
- Consider any matters which from time to time may be referred to the Audit committee by the Board of Directors or Executive Committee of the Foundation.

The Audit committee has the authority to conduct any investigation appropriate to fulfilling its responsibilities, and it has direct access to the independent auditors and to any employee of the Foundation. The Audit Committee has the right to retain special legal, accounting, or other consultants as it deems necessary in the performance of its duties and to the extent permitted by law it may, in its discretion, treat as confidential information received in the course of a ny investigation. The Foundation shall pay the reasonable fees and expenses of such consultants retained by the Audit Committee.

c) Governance Committee

The Nominations/Board Development Committee shall be comprised of not less than three directors of the Board and the Executive Director of the Foundation, whose purpose is to determine the most effective composition of the board and to develop and implement board programs on recruitment, orientation, engagement, assessment and development. The responsibilities of this committee shall include:

- Evaluate composition of the board and develop ideal board profile
- Identify and cultivate board candidates
- Recommend candidates to the Executive Committee and board
- Orient new board members to AVC and the AVC Foundation
- Engage new board members in board committees and campus leadership councils.
- Assess individual board member and overall foundation performance
- Develop programs to strengthen board member participation and engagement.

d) Resource Development Committee

The Resource Development Committee is comprised of not less than three directors of the Board and the Executive Director of the Foundation, whose responsibility shall be to develop and maintain an ongoing system for identifying grants, individuals, businesses and organizations in the community who are prospective donors to the Foundation. The Resource Development Committee is responsible for implementing Foundation fundraising strategies.

e) Stewardship Committee

The Stewardship Committee will ensure donors are recognized appropriately, thanked, and cultivated for future gifts. They review and suggest donor relations plans and protocols for the Foundation, and recommend recognition activities for donors and



others who provide or secure private support for AVC. Roles and Responsibilities include

- Review stewardship strategies to enhance donor relations
- Design and implement programs to enhance relationships with former board members
- Recommend strategies that will enhance the value of board participation
- Conduct exit interviews of resigning/retiring board members
- Develop special programs to steward donors of comprehensive campaign
- Conduct occasional benchmarking surveys to obtain donor attitudes and perceptions
- Evaluate communication tools (i.e. Donor Honor Roll) and make recommendations of ways of strengthen and improve them.

f) Alumni and Friends Development Committee

There shall be an Alumni and Friends Development Committee comprised of not less than three directors of the Board, at least one of whom must be an alumnus/na, and the Executive Director of the corporation whose responsibility shall be to establish and foster healthy relations among members of the Antelope Valley College alumni population.

g) Strategic Planning Committee

The purpose of the Strategic Planning Committee is to analyze and assess board strategic priorities, develop and establish action plans for board consideration. Assess, monitor and report progress of board strategic plan implementation. The committee membership consists of the Foundation president, Superintendent/President, committee chair, and appointed Foundation Directors.

Committee member roles and responsibilities are to:

- Provide guidance and input to develop strategic planning processes and priorities
- Represent the board's diverse constituencies with a focus on serving AVC priorities
- Add value to discussions by offering professional points of view and business expertise
- Contribute to information gathering with expertise and experience
- Offer counsel on the impact of strategic initiatives
- Recommend plans of action for the board to undertake
- Monitor and manage the progress of strategic initiatives of the Board.

Section 9.3 Ad Hoc Committees

a) Appointment and Membership

Ad hoc committees may be constituted through approval of the Board of Directors, Executive Committee, or by Executive Committee member(s) in concurrence with the President. An ad hoc committee is formed for a specific purpose and is granted authority to carry out that purpose. An ad hoc committee shall be advisory only and shall not bind the Foundation Board with respect to any matter nor shall any member of an



ad hoc committee who is not a member of the Foundation Board have any right to vote with respect to any action of the Foundation Board.

The chair of the ad hoc committee must be a member of the Board of Directors. The chair will oversee the appointment of members to the ad hoc committee. Ad hoc committees may include individuals who are not members of the Foundation Board of Directors.

b) Committee Authority

None of the ad hoc committees shall be "Committees of the Board," and none shall have the right to exercise the authority of the Board of Directors. The chair shall represent the ad hoc committee in all communications with the Board of Directors and/or the Executive Committee.

c) Discussion of Ad Hoc Committee Action

Any Board member may bring agenda items or committee action items concerning an ad hoc committee to the Board or to the Executive Committee. Instructions to an ad hoc committee resulting from an action by the Board of Directors or Executive Committee shall be binding. It shall be the responsibility of the ad hoc committee chair to enforce such instructions.

d) Term of Ad Hoc Committees

All ad hoc committees, once formed, must be reauthorized annually by a vote of the Board of Directors or the Executive Committee. An ad hoc committee that is not renewed shall be disbanded.

Section 9.4 Vacancies

Vacancies in the membership of any committee shall be filled by the Committee Chair. Members of the aforementioned committees shall serve at the pleasure of the President. A majority of the members of any committee shall constitute a quorum and the act of a majority of the members present at a committee meeting at which a quorum is present shall be the act of the committee.

Section 9.5 Committee Reports

Minutes shall be kept of every meeting of each committee and a report given to the directors at each regular meeting of the Board. Subject to ratification of the Board, each committee shall adopt policies for its operation consistent with the District Policies, the Master Agreement, these Bylaws or the California Nonprofit Public Benefit Corporation Law.

Section 9.6:

Any committee of the Foundation Board shall have the duties and authority set forth in the resolution appointing such committee provided that no such committee shall have authority to take action with respect to:

- a) The approval of any action for which California State law requires approval of the Foundation Board.



- b) The fixing of any compensation of the Foundation Board for serving on the Board or any committee thereof.
- c) The amendment or repeal of these By-laws or the adoption of new By-laws.
- d) The amendment or repeal of any resolution of the Foundation Board which by its express terms is not so amenable or repealable.
- e) Any other action for which action by a committee is prohibited by California State law.

ARTICLE X. OTHER PROVISIONS

Section 10.1 Fiscal Year

The fiscal year of the Foundation shall begin on the first day of July and end on the last day of June in each year.

Section 10.2 Inspection of Articles and Bylaws

The Foundation shall keep in its Foundation office the original or a copy of its Articles of Incorporation and of these Bylaws as amended to date, which shall be open to inspection at all times.

Section 10.3 Construction and Definitions

Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the general provisions of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws.

Section 10.4 Amendment

These Bylaws may be amended or repealed and new Bylaws may be adopted at any meeting of the Foundation Board at which a quorum is present by two-thirds vote of those present, if at least ten days written notice is given of intention to alter, amend or repeal, or to adopt new Bylaws at such meeting. If the notice of such meeting did not include a statement regarding the proposed amendment, these Bylaws may be amended at any meeting of the Foundation Board if 1) all members of the Foundation Board are present at such meeting, or 2) those members of the Foundation Board are not present at such a meeting waive notice and consent to such amendment. These Bylaws, and any amendments to the Bylaws, shall be forwarded to the Board of Trustees of the District as an information item.

Section 10.5 Parliamentary Authority

The rules contained in the edition of ROBERTS' RULES OF ORDER, NEWLY REVISED, shall govern the Foundation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, the California Nonprofit Public Benefit Corporation Law, and any special rules of order the Foundation may adopt.

Section 10.6 Dissolution

The Foundation shall use its funds only to accomplish the objectives and purposes specified in the Articles of Incorporation, the Policies and Procedures, the Master Agreement and these Bylaws. No



part of said funds shall inure, or be distributed to, the members of the Foundation or any private person. Upon dissolution of the Foundation, any funds then remaining shall be distributed subject to provisions within the Master Agreement.



IN WITNESS WHEREOF:

I, the undersigned, Executive Director of the Antelope Valley College Foundation, a Foundation organized and existing under the laws of the State of California, do hereby certify that the foregoing Bylaws, consisting of ten articles, were duly adopted as the amended Bylaws of said Foundation on the 1 December 2008. And further, that I have hereunto subscribed my name and affixed the seal of said Foundation on this 1 December 2008.

Bridget F. Razo
Executive Director