



THE ACADEMIC SENATE
FOUNDATION
for California Community Colleges

ACADEMIC SENATE

FOUNDATION

FOR

CALIFORNIA COMMUNITY COLLEGES

BYLAWS

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**BYLAWS
OF THE
FOUNDATION OF THE ACADEMIC SENATE OF CALIFORNIA
COMMUNITY COLLEGES**

ARTICLE I

Name, Principal Office, Purpose and Restrictions

- 1.01 *Name.* The name of the Foundation is the “Foundation of the Academic Senate for California Community Colleges” (the Foundation), a California nonprofit public benefit corporation organized for public purposes.
- 1.02 *Principal Office.* The office of the Academic Senate for California Community Colleges (the Academic Senate) shall serve as the principal office of the Foundation.
- 1.03 *Purpose.* The specific purposes of this corporation are to benefit, support, and enhance the excellence of California community colleges; to support, design and implement professional development for California community college faculty; to research, develop and communicate effective practices to promote effective teaching and learning in the California community colleges; and to promote a variety of activities and strategies to advance teaching and learning.
- 1.04 *Lobbying.* No substantial part of the activities of the Foundation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided in Subsection (h) of the 501(c)(3) Internal Revenue Code) and the corporation shall not participate in or intervene in (including the publishing or distribution of statement concerning) any political campaign on behalf of, any candidate for public office.

ARTICLE II

Members

- 2.01 *No Members in the Legal Sense.* The Foundation shall have no members. Notwithstanding the Foundation having no members, the Foundation may involve individual and organizational participants, each of which may be referred to as “members,” none of which shall have voting or other statutory membership rights.

Organizational participants shall designate one individual to serve as its representative and to exercise all functions of a participant member.

The Foundation Board (see Article IV) may set the terms and conditions of participants in the activities of the Foundation.

ARTICLE III

Dues

- 3.01 *Dues.* There shall be no dues. However, the Foundation Board may establish participation fees for participants/members and make special assessments upon approval of the Board of Directors of Academic Senate.
- 3.03 *Refunds.* No special assessments or fees will be refunded.

ARTICLE IV

Board of Directors

- 4.01 *Board of Directors.* The Foundation Board of Directors (the Foundation Board) is the Foundation's governing body and exercises all of the managerial control and authority over the business and policy of the Foundation, subject to the terms and conditions of these Bylaws.
- 4.02 *Composition of the Foundation Board.* The Foundation Board shall consist of a total of eight (8) directors: seven (7) of which are current or retired faculty with a total of (4) directors appointed by the Board of Directors of the Academic Senate, including the President, Secretary, and Treasurer, three (3) directors appointed by the Foundation Board, and one (1) ex officio, non-voting director, the Executive Director (the Executive Director of the Academic Senate). The Board shall have at least one representative from each of the areas (A, B, C, and D) of the Academic Senate.
- 4.03 *Attendance Obligation.* Directors missing three (3) consecutive regular Board meetings may be removed from the Foundation Board. Participation by conference call is a recognized form of Foundation Board meeting attendance, if absolutely necessary. If a director is removed pursuant to this section, a replacement director shall be appointed by the entity defined in 4.02 of this section.
- 4.04 *Call to Meetings.* The President or any two directors may call a meeting of the Foundation Board.
- 4.05 *Notice.* The Foundation Board may hold regular meetings without notice at the time and place for the regular meetings fixed by the Foundation Board. Emergency meetings may be held with notice appropriate to the circumstances if any director determines that an emergency exists and calls an emergency meeting. The Foundation Board may hold special meetings upon four days notice by first class mail or 48 hours notice delivered personally or by telephone, facsimile, e-mail, or posting to the Foundation's website.
- 4.06 *Quorum.* A majority of the number of directors authorized in these Bylaws, constitutes a quorum of the Foundation Board for the transaction of business.

- 4.07 *Board Action.* Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Foundation Board. The Foundation Board may adopt rules and regulations which may supplement and interpret these Bylaws and shall be binding and enforceable as to directors to the extent they are consistent with the Nonprofit Public Benefit Corporation Law and Section 501(c)(3) of the Internal Revenue Code.
- 4.08 *Strategic Plan.* The Foundation Board shall support the development of and approve long range plans for the activities of the Foundation, and will present these plans to the Board of Directors of the Academic Senate annually in September for comment and approval.
- 4.09 *Audit.* An audit of the Foundation's financial records will be conducted in conjunction with the Academic Senate.

ARTICLE V

Officers and Members of the Academic Senate's Board of Directors

- 5.01 *Officers.* The Officers of the Foundation are the President, Secretary, Treasurer and Executive Director and such other Officers as the Foundation Board may determine.
- 5.02 *Selection of Foundation Board Members Currently Serving the on the Academic Senate's Board of Directors.* The Board of Directors of the Academic Senate shall appoint the President, Secretary, Treasurer, and one additional director from its members on an annual basis during its annual orientation meeting. The term of each of these directors begins on June 1.
- 5.03 *Term of Office.* Each director, other than the Executive Director, shall serve a one-year term. Each director shall present a written statement of continued interest or resignation to the Board of Directors of the Academic Senate annually in April, either for re-appointment or replacement.
- 5.04 *Terms for Members of the Academic Senate's Board of Directors.* Members of the Academic Senate's Board of Directors, other than the Executive Director, shall serve no more than a total of three (3) years on the board, with the exception of a member who serves as President who shall be limited to a total of four (4) years on the board. The Board of Directors of the Academic Senate may make exceptions to these term limits.
- 5.05 *Vacancies During a Term.* The Board of Directors of the Academic Senate for California Community Colleges shall fill any vacancies for directors listed in section 5.02 of this article at any time.
- 5.06 *Duties.* The Officers perform those duties assigned to them by the Foundation Board, including those duties which the Foundation Board shall set forth in specific position descriptions for each Officer. The President shall serve as the presiding Officer of the

Foundation Board. In the absence of the President, the Secretary shall serve as presiding officer.

- 5.07 *Executive Director.* The Executive Director of the Academic Senate is hereby declared a non-voting director of the Foundation Board of Directors with the terms and conditions of employment being specified in an appropriate employment contract. The Executive Director shall manage the daily activities of the Foundation subject to Foundation Board policy and general oversight.

ARTICLE VI

Other Foundation Board Directors

- 6.01 *Election and Eligibility.* At each Fall Plenary Session, an election will be held to fill vacancies on the Foundation Board for faculty that are not currently serving on the Board of Directors of the Academic Senate. All candidates for election to the Foundation Board shall meet at least one of these criteria: 1) is a Delegate or a local senate president 2) has within the last three years immediately preceding the election been a local senate president or a member of the Board of Directors of the Academic Senate or 3) has been nominated by a resolution of a Member Senate. The minutes of the meeting at which that resolution was adopted must be submitted to the Elections Committee chair with the nomination of the individual.
- 6.02 *Term of Office.* Each director elected to the Foundation board in accordance with section 6.01 of this article shall be elected to a three-year term. Any director elected to serve as a member of the Board of Directors of the Academic Senate will be resigned from the Foundation Board. The term of office will begin on January 1 following election.
- 6.03 *Vacancies During Term.* The Foundation Board may appoint and interim director for any vacancies related to this article. Interim appointments are valid until the next plenary session, when an election will be held in accordance with section 6.01 of this article.

ARTICLE VII

Committees

- 7.01 *Committees.* The Foundation Board may create committees to which it may delegate various functions; the Foundation Board shall provide each such committee with a specific charge or mission statement to include a specific definition of the committee's authority. Any director and the Executive Director may elect to be Ex-Officio Members of any committee(s).
- 7.02 *Meetings.* All committee meetings shall conform to the requirements of these Bylaws relating to meetings of the Foundation Board, with necessary changes in details.

ARTICLE VIII

Records and Reports

- 8.01 *Maintenance of Foundation Records.* The Foundation shall maintain records in accordance with the California Nonprofit Corporation Law.

ARTICLE IX

Indemnification and Insurance

- 9.01 *Indemnification.* To the fullest extent permitted by the law, the Foundation shall indemnify and hold harmless any agent against any claim arising out of any alleged or actual action or inaction in the performance or non-performance of duties performed in good faith on the Foundation's behalf. An "Agent" for purpose of these Bylaws shall include directors, officers, Executive Director, participants and employees.
- 9.02 *Insurance.* The Foundation shall purchase and maintain insurance to the full extent determined appropriate by the Foundation Board on behalf of its agents against any liability asserted against or incurred by the agent arising out of the agent's status as such.

ARTICLE X

Dissolution

- 10.01 *Dissolution:* The Board, upon approval of a majority vote of the Board of Directors and ratification by the Board of Directors of the Academic Senate, may dissolve the Foundation pursuant to the California Nonprofit Public Benefit Corporations Law. Upon the dissolution or winding up of the Foundation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Foundation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XI

Amendment of Bylaws

- 11.01 *Amendment of Bylaws.* The Bylaws may be amended by the Board, provided that all amendments shall be approved by the Board of Directors of the Academic Senate for California Community Colleges before taking effect.

ARTICLE XII

Interpretation

- 12.01 *Interpretation.* These Bylaws constitute a written agreement between the Foundation and its directors and the Academic Senate for California Community Colleges. The Bylaws should be interpreted in connection with the California Nonprofit Public Benefit Corporations Law, which supplements and controls these Bylaws. This provision of the Bylaws should be cited: "Bylaws 12.01".