

# **CSUB FOUNDATION**

## **Bylaws**

**March 30, 2022**

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BYLAWS  
OF  
CALIFORNIA STATE UNIVERSITY, BAKERSFIELD FOUNDATION

ARTICLE I  
NAME and LOCATION

Section 1: Name

The name of this corporation is the California State University, Bakersfield Foundation (the “CSUB Foundation”).

Section 2: Principal Office

The principal office of the CSUB Foundation is located in Bakersfield, California.

Section 3: Other Offices

The Board of Directors may establish other offices within the State of California, as it deems advisable.

Section 4: Purpose

The purpose of the CSUB Foundation is to achieve the mission as defined in Article II (Mission), and to operate as an auxiliary organization governed by California Education Code § 89900 et seq., and all provisions of these Bylaws shall be construed consistent with this purpose.

ARTICLE II  
MISSION

Section 1: Mission

The mission of the CSUB Foundation is to support California State University, Bakersfield (the “University”) by advocating on behalf of the University, fundraising for University programs and activities, and managing the finances of the CSUB Foundation and University endowment.

ARTICLE III  
BOARD

Section 1: Powers

Except as otherwise provided in the Articles of Incorporation, the powers of the CSUB Foundation shall be vested in and exercised, its property controlled, and its affairs conducted by the Board of Directors (Board).

The Board's general powers shall include, but not be limited to, the following:

- A. To determine the mission and establish strategic direction;
- B. To oversee financial resources and other assets;
- C. To incur indebtedness for the conduct of business, the terms and amount of which shall be entered on the minutes of the Board, and the official evidence of indebtedness are signed by the Chair and Treasurer;
- D. To assess periodically the performance of the Board, its committees and members; and
- E. To advance the CSUB Foundation through financial support and advocacy.

All members of the Board shall be a voting member, no person other than a member of the Board shall have any voting authority within the CSUB Foundation.

As defined in Article XI (Honorary and Life Members), regardless of the use of the nomenclature of Honorary Members or Life Members, such persons are not members of the Board and shall have no voting rights or authority whatsoever.

Number of Board Members

The Board shall consist of no fewer than fifteen (15) and no more than thirty-three (33) members, and such membership shall always include the following six (6) ex officio members: the faculty member appointed by the University Academic Senate, the President of the University Student Government, the President of the University Alumni Association, the CSUB Foundation President, the CSUB Foundation Executive Director, and the CSUB Foundation Chief Financial

Officer (referred to hereafter as “ex officio members” with regard to Board membership). The Board shall fix the exact number from time to time as the Board finds it in the best interest of the CSUB Foundation. Board members other than ex officio members shall be referenced as “regular members”

Section 3. Method of Selection

*Regular Members*

Regular members shall be elected by the Board at the Annual Meeting, though vacancies in any Board position may be filled as provided hereinafter regarding vacancies. The Executive Committee shall present a slate of nominees to the Board for election as members at the Annual Meeting. Those persons who receive a majority of the votes cast shall be deemed to have been elected.

*Ex Officio Members*

Ex officio members are elected by the organizations they represent, and in the manner prescribed by such organizations.

Section 4. Terms

*Regular Members*

Regular members shall serve for a term of three (3) years unless terminated earlier due to a member’s death, resignation, or removal. However, the Board is authorized to elect regular members for a term shorter than three (3) years if it determines it is appropriate to stagger board terms to limit annual turnover of Board members. Members shall be elected based on the recommendation of the Executive Committee and a majority vote of the Board.

*Ex Officio Members*

Ex officio members shall serve for a term coextensive with their term as elected by the organizations they represent, and in the manner prescribed by such organizations, except that the the faculty member appointed by the University Academic Senate shall not be eligible for immediate re-election as a member.

Section 5. Resignation

Any regular member may resign as a member by giving written notice of the resignation to the Chair or Secretary of the Board. Such resignation shall take effect at the time specified therein or within thirty (30) days of the date of receipt.

## Section 6. Removal

Any regular member may be dismissed in accordance with Board policy, but only “for cause” and under procedures involving due process after notice and a time to present a response that shall be considered by the Board in making its decision.

For purposes of this Article III, Section 6 (Removal), “for cause” shall include, without limitation the following conduct:

- A. A member’s failure to attend three (3) duly noticed meeting of the Board in any year beginning July 1<sup>st</sup> and ending June 30<sup>th</sup>;
- B. A member’s failure to observe the rules of conduct established by the Board through these Bylaws or by resolution, in any meeting of the Board or any committee thereof;
- C. A member’s conduct outside of meetings of the Board or any committee thereof, that reflects negatively on the CSUB Foundation or the University

For purposes of interpreting C. above, the following conduct by a member shall be deemed conduct that reflects negatively on the CSUB Foundation or the University:

- i. the commission of an offense involving moral turpitude under federal, state or local laws or ordinances;
- ii. any act that will tend to degrade the reputation of such member (or by reference or implication, the CSUB Foundation or the University) in society or, with respect to such member, conduct that shall cause public hatred, public disrepute, contempt, scorn, or ridicule, or that will tend to shock, insult or offend the community or public morals or decency; or
- iii. any act or omission to act that would prejudice CSUB Foundation, the University or their employees, officers, directors, affiliates, subsidiary or parents organizations, or that has a substantial adverse effect on the business or reputation of CSUB Foundation or University, in the reasonable opinion of the Board.

Removal shall require the vote of a two-thirds (2/3) of the Board. Any Board member proposed to be removed shall be entitled to reasonable notice and an opportunity to be heard.

Section 7. Vacancies

Whenever a vacancy of a regular member occurs in the Board, such vacancy shall be filled without undue delay, as provided below.

*Regular Member*

A vacancy of a regular member shall be filled by the majority vote of the Board at any duly noticed regular or special meeting of the Board.

*Ex Officio Member*

A vacancy of an ex officio member shall be filled by the organizations they represent, and in the manner prescribed by such organizations. By way of examples but not by limitation, a vacancy of the ex officio member who is the faculty member appointed by the University Academic Senate shall be filled in the same manner in which the University Academic Senate appoints its faculty member; a vacancy of the ex officio member who is the President of the University Alumni Association, shall be filled in the same manner in which the University Alumni Association appoints its President.

ARTICLE IV  
BOARD MEETINGS

Section 1. Regular Meetings

The Board shall hold at least four (4) meetings per year, at a place and date determined by the Board at the Annual Meeting preceding the current year, one (1) of which shall be held in June and designated as the Annual Meeting. All members are expected to attend such meetings and provide twenty-four (24) hours prior notice if such member is unable to attend a meeting. At such meetings, any business related to the authority of the Board may be discussed, but only those

matters for which notice was provided consistent with this Article IV, Section 3 (Notice), shall be acted upon.

The Board shall invite any of the University's President Cabinet members to regular Board meetings who shall attend as invitees of the Board. The Board may invite any other attendees to any meeting it deems appropriate to address the matters before the Board at such meeting. No invitee of the Board shall have any right to make a motion or to vote.

## Section 2. Special Meetings

Special meetings of the Board shall be called at the request of the Chair or five (5) or more members of the Board through the Chair or Secretary. The Secretary or the Secretary's designee shall send a written notice of each special meeting to each member of the Board not less than ten (10) days before the date of the meeting. The notice shall indicate by whom the meeting has been called, the nature of the business to be considered, and the time and place of the meeting. No business except that stated in the notice shall be transacted at a special meeting.

## Section 3. Notice

Member – The Secretary or the Secretary's designee shall send a written notice of each regular meeting, together with a proposed agenda and all available, pertinent material, to each member not less than seven (7) days prior to the date of each meeting. For the purposes of these Bylaws, "written notice" as used herein refers to notice in writing whether sent by postal mail, facsimile, or email communication, but excludes communications sent via text message or telephone.

A member may at any time waive any notice required by law or these Bylaws. Except as hereinafter provided in this section, the waiver must be in writing, signed by the member entitled to the notice, and filed with the minutes or the corporate records. A member's attendance at or participation in a meeting waives any required notice of the meeting unless the member upon arriving at the meeting or prior to the vote on a matter not noticed in conformity with the law or these Bylaws objects to lack of notice and does not thereafter vote for or assent to the objected action.

The Secretary shall maintain records identifying the contact information for each member and each person who has requested special notice.

Section 4. Remote Participation

Any member may participate in a regular, special, or committee meeting by any means of a communication mechanism that allows all persons participating in the meeting to hear each other simultaneously. Participation by such mechanism shall be equivalent to presence in person at the meeting.

Section 5. Quorum

A quorum of Board members shall mean a majority of the members of the Board present at a meeting of the Board or any committee thereof. The Board members present at any meeting, if constituting less than a quorum, may adjourn the meeting until such quorum shall be present.

Section 6. Manner of Acting

All actions of the Board or any committee thereof described herein shall only be made through a vote of the Board at a meeting where a quorum is present. All provisions in these Bylaws referring to the Board's action on an item by "a vote of the Board" or similar language shall mean a vote of the Board taking place at a meeting where a quorum is present, whether such provision references a quorum or not.

Except as otherwise provided in these Bylaws, the Articles of Incorporation, or by law, a majority vote of those members present at any meeting in which a quorum is present shall constitute an action of the Board.

References in these Bylaws to a vote of the Board without specifying the threshold vote required, shall mean a simple majority (51%) of a quorum of the Board. References to a vote of the Board that specify a greater portion of the Board (e.g., two-thirds or 2/3) shall require the vote of such greater portion of a quorum of the Board.

Voting by proxy is not permitted.

Section 7. Closed Session

Subject to requirements of State law, the Board may hold any regular or special meeting, or any part thereof, in closed session with participation limited to members. In that regard, matters that may merit closed session are those related to (i) litigation, (ii) collective bargaining, (iii) the appointment, employment, evaluation of performance or dismissal of an employee, (iv) hearings on

complaints or charges brought against any employee (unless the employee requests a public hearing). Further, upon a vote of the Board or committee of the Board, to discuss investments where a public discussion could have a negative impact on the organization's financial situation; provided that action on such item by the Board shall take place during public session. Other individuals may be invited to attend all or portions of a closed session as deemed necessary by the Chair.

Section 8. Conduct

All meetings of the board shall be guided by *Robert's Rules of Order* consistent with the California Nonprofit Public Benefit Corporation Law and the California Education Code. Notwithstanding the foregoing, the Board may establish rules of conduct to permit the fair and orderly conduct of business and to limit disruptive behavior, consistent with applicable law.

ARTICLE V  
OFFICERS OF THE BOARD

Section 1. Officers of the Board

The officers of the Board shall be the Chair, Vice Chair, Secretary, and Treasurer. In addition, the Board may establish other officers as it deems necessary. All officers of the Board identified in this Article V (Officers of the Board) shall be members of the Board.

Section 2. Chair

The Chair shall preside at all Board and Executive Committee meetings, have the right to vote on all questions, and otherwise serve as the spokesperson for the Board. The Chair shall serve as Chair of the Executive Committee and as an ex officio member of all other standing committees of the Board.

Section 3. Vice Chair

In the absence of the Chair, the Vice Chair shall perform the duties of the Office of the Chair, including presiding at Board and Executive Committee meetings. The Vice Chair shall have the other duties as may be assigned by the Board or Chair from time to time. The Vice Chair is expected to assume the position of Chair when the current Chair leaves office.

Section 4. Secretary

The Secretary or the Secretary's designee serves as the liaison between the Board and the administration and is responsible for supporting the Board and its committees, including notifying Board and committee members of meetings and maintaining minutes and records of Board actions. The Secretary shall also have custody of the corporate seal and affix it to such documents as may require such official recognition. The Secretary shall have the other duties as may be assigned by the Board or Chair from time to time.

Section 5. Treasurer

The Treasurer or the Treasurer's designee works with the Executive Director of the CSUB Foundation to ensure that appropriate fiscal reporting is made available to the Board for information or action including the preparation of annual budgets, the development of policies that ensure financial integrity and sustainability, the development of long term financial strategies, and the adherence to legal and regulatory fiduciary responsibilities. The Treasurer shall have the other duties as may be assigned by the Board or Chair from time to time.

Section 6. Election and Terms of Officers

Except for the Secretary and Treasurer, the Board shall elect the officers of the Board at its Annual Meeting. Elected officers shall serve for a two (2) year term. Any officer whose term has ended may continue to serve until a new appointment is made.

The Executive Director of the CSUB Foundation shall be the ex officio Secretary and shall serve for a term so long as he or she holds that office.

The Chief Financial officer of the CSUB Foundation shall be the ex officio Treasurer and shall serve for a term so long as he or she holds that office.

Section 7. Resignation of Officers

Any Board officer may resign at any time by submitting a written notice to the Chair or Secretary. Such resignation shall take effect at the time specified therein or within thirty (30) days of the date of receipt.

Section 8. Removal of Officers

Any Board officer elected by the Board may be removed from such office by a two-thirds (2/3) vote of the Board at any regular or special meeting of the Board called expressly for that purpose, subject to the terms of any written employment agreement. Board officers who are appointed by the University may only be removed by the University.

Section 9. Vacancies of Officers

Any Board officer vacancies for Board officers elected by the Board may be filled through a special election at any regular or special meeting of the Board, but election shall normally take place at the Board's Annual Meeting.

ARTICLE VI  
OFFICERS OF THE CSUB FOUNDATION

Section 1. Officers of the CSUB Foundation

The officers of the CSUB Foundation shall be the President, Executive Director and Chief Financial Officer. Subject to approval of the Board, the President may establish or designate other positions as officers of the CSUB Foundation.

Section 2. President

The President of the University shall be the President and Chief Executive Officer of the CSUB Foundation.

The President shall be responsible for the supervision and management of the CSUB Foundation, for the duties mandated by the Charter and these Bylaws, and for interpreting and implementing the policies of the CSUB Foundation and of the Board.

Section 3. Executive Director

The Vice President for University Advancement of the University shall be the Executive Director and Chief Operating Officer of the CSUB Foundation.

The Executive Director shall also serve as the Secretary of the Board.

Reporting to the President, the Executive Director shall work with the Chair in establishing the agenda for all Board meetings and shall be responsible for reports

to the Board. The Executive Director shall be responsible for administering the affairs and work of the CSUB Foundation and may employ and supervise staff as needed to execute such business.

Section 4. Chief Financial Officer

The Vice President for Business and Administrative Services and Chief Financial Officer of the University shall be the Chief Financial Officer of the CSUB Foundation.

The Chief Financial Officer shall also serve as the Treasurer of the Board.

Reporting to the President, the Chief Financial Officer shall work with the Executive Director in establishing the agenda for all Board meetings relating to fiscal matters. The Chief Financial Officer shall be responsible for operating and capital budgets, accounting and auditing, investment management, insurance and risk management, and such other financial responsibilities as required by the Charter and Bylaws of the CSUB Foundation and may employ and supervise staff as needed to execute such fiscal business.

Section 5. Election and Terms of Officers of the CSUB Foundation

Each officer of the CSUB Foundation shall serve for a term co-extensive with their term in the office within the University by which they became an officer of the CSUB Foundation. By way of example and not by way of limitation, the term of a person serving as Chief Financial Officer of the CSUB Foundation shall be co-extensive with such person's term as the Vice President for Business and Administrative Services and Chief Financial Officer of the University.

Section 6. Resignation of Officers of the CSUB Foundation

Any officer of the CSUB Foundation may resign at any time by submitting a written notice to the Chair or Secretary. Such resignation shall take effect at the time specified therein or within thirty (30) days of the date of receipt.

Section 7. Removal of Officers of the CSUB Foundation

Any officer of the CSUB Foundation may be removed from such office under the manner prescribed by the University.

Section 8. Vacancies of Officers of the CSUB Foundation

Any officer of the CSUB Foundation vacancies shall be filled without delay by the University.

ARTICLE VII  
COMMITTEES OF THE BOARD

Section 1. Standing and Ad Hoc Committees of the Board

The Board shall establish such standing and ad hoc committees as it deems appropriate to discharge its responsibilities. Standing committees may include but not be limited to the following: executive, governance, finance, and audit. Each committee shall have a written statement of purpose and primary responsibilities approved by the Board, and such procedure or policy guidelines as it or the Board, as appropriate, may approve.

Except where expressly modified, the rules in this Article VII, Section 1 (Standing and Ad Hoc Committees of the Board) shall apply to committee meetings.

The Board shall set the date of the first committee meeting at the Annual Meeting and the Chair of such committee shall establish the schedule of regular meetings for such committee, which shall only be changed by a majority vote of the committee; provided that notice of such committee meeting is provided in the same manner as provided for Board meetings.

Section 2. Committee Membership

Except where expressly modified, the following rules apply to all committee membership.

Each committee shall have at least five (5) Board members. All committee Chairs, Vice Chairs, and a majority of each committee shall be Board members. Each committee shall have a Chair and Vice Chair, who shall serve for two (2) year terms, exclusive of any term served as a regular committee member. All other committee members shall serve for three (3) year terms. The Chair, Vice Chair, and members of each standing committee, except the Executive Committee, shall be recommended by the Board or Chair and approved by the

Board or Chair at the Annual Meeting. The President of the CSUB Foundation shall be invited to all meetings, except where expressly excluded herein, but shall not be a member of any committee, except where expressly included herein.

Except where expressly modified, each committee shall have an officer of the CSUB Foundation to assist with its work. A majority of the committee's members shall constitute a quorum.

All members of all committees shall attend all meetings of the committee, and failure to attend more than one (1) committee meeting shall constitute grounds for removal from a committee by the committee, in the same manner in which Board members are removed; or by the Board, as necessary. A member may resign from a committee at any time by providing notice to the chair of the committee.

### Section 3. Audit Committee Membership

Notwithstanding the Article VII, Section 2 (Committee Membership), the Audit Committee shall have at least four (4) members and will be appointed by the Board. It may include persons who are not members of the Board, but the member or members of the Audit Committee may not include any members of the staff of the CSUB Foundation, including the President, Executive Director, and Chief Financial Officer, however, such members of the staff of the CSUB Foundation may be invited to assist the Audit Committee with its work. The Audit Committee must be separate from the Finance Committee. Members of the Finance Committee may serve on the Audit Committee; however, the Chair of the Audit Committee may not be a member of the Finance Committee and members of the Finance Committee must constitute less than one-half of the membership of the Audit Committee. Members of the Audit Committee may not receive compensation from the CSUB Foundation in excess of the compensation, if any, received by members of the Board for service on the Board and shall not have a material financial interest in any entity doing business with the CSUB Foundation.

### Section 4. Executive Committee

Notwithstanding the Article VII, Section 2 (Committee Membership), the Executive Committee shall have at least six (6) members, all of whom shall be Board members. The Executive Committee shall be composed of officers of the Board (Chair, Vice Chair, Secretary and Treasurer), the past Chair, the President and the Chairs of all standing committees of the Board.

The Executive Committee is empowered to act for the Board between regular Board meetings on all matters except for:

The following actions, which shall be reserved for the Board:

- election of Board members and officers;
- changes to the mission and purposes of the CSUB Foundation;
- amendments to the Articles of Incorporation and Bylaws;
- incurrence of the CSUB Foundation debt; and
- the sale or other disposition of real estate and other tangible property;

In addition, the following actions, which shall be reserved for the Board as set forth in California Corporations 5212(a):

- fill vacancies on the Board or on any committee that has the authority of the Board;
- fix compensation of the directors for serving on the Board or on any committee;
- amend or repeal Bylaws or adopt new Bylaws;
- amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable;
- create any other committees of the board; and
- expend CSUB Foundation funds to support a nominee for director after more people have been nominated for director than can be elected;
- approve any contract or transaction to which the CSUB Foundation is a party and in which one or more of its directors has a material financial interest, except as special approval is provided for in Section 5233(d)(3) of the California Corporations Code.

#### Section 5. Governance Committee

The Governance Committee purpose may be carried out by the Executive Committee without creating a separate Governance Committee.

The purpose of the Governance Committee is to determine the most effective composition of the Board and to develop practices and policies that enhance Board performance including: establishing and maintaining standards for Board conduct; developing and facilitating Board member recruitment; recommending a slate of officers for Board approval; ensuring the Board members have adequate orientation and ongoing education; assessing the performance for the Board and

Board members; and periodically reviewing and ensuring compliance with these Bylaws and other Board policies.

Section 6. Finance Committee

The purpose of the Finance Committee is to oversee the integrity of the CSUB Foundation's financial obligations, long term economic health and allocation of resources.

The Finance Committee is responsible for:

- reviewing annual and long range operating budgets;
- reviewing and recommending to the Board requests and plans for borrowing;
- ensuring that accurate and complete financial records are maintained;
- ensuring the timely and accurate financial information is presented to the Board; and
- directing and monitoring the management of investment assets consistent with the Board investment policy statement.

Section 7. Audit Committee

The purpose of the Audit Committee is to oversee the CSUB Foundation's financial practices and standards of conduct.

The Audit Committee is responsible for:

- recommending to the Board the retention and termination of the independent auditor and may negotiate the independent auditor's compensation on behalf of the Board;
- conferring with the independent auditor to satisfy its members that the financial affairs of CSUB Foundation are in order;
- reviewing and determining whether to accept the audit prepared by the independent auditor;
- assuring that any nonaudit services performed by the independent auditor conform with the standards for auditor independence; and
- approving any nonaudit services performed by the independent auditor.

ARTICLE VIII  
CONFLICTS OF INTEREST

## Section 1. Conflict of Interest Policy

Board members must act in accordance with standards of conduct established by the laws governing auxiliary organizations of the California State University and the Nonprofit Corporation Law of the State of California, the Education Code, the Articles of Incorporation, and these Bylaws. No member of the Board shall be financially interested in any contract or other transaction entered into by the Board that is not in accordance with the conflict of interest provisions set forth in the California Education Code Sections 89906-89909. The Board shall adopt and revise, as appropriate, the Conflict of Interest Policy. Each provision of the article shall apply to all Board members, with and without voting privileges, and all members of any Board committees.

## Section 2. Definition

Subject to the Conflict of Interest Policy, a Board member shall be considered to have a conflict of interest if he or she, or persons or entities which he or she is affiliated, has a direct or indirect interest that may impair or may reasonably appear to impair such member's independent, unbiased judgment in the discharge of such member's responsibilities to the CSUB Foundation.

## Section 3. Voting

Board members shall disclose to the Board any actual, apparent, or possible conflict of interest at the earliest practical time. A Board member who has made such a disclosure shall abstain from voting on such matters. Subject to the Conflict of Interest Policy, the Board member may be invited to the Board to participate in the discussion. The Board meeting minutes shall reflect that a disclosure was made and note the Board member's abstention from voting. A Board member who is recused may be counted for purposes of determining the presence of a quorum at the meeting but shall not be counted for purposes of determining the presence of a quorum for the requisite Board action.

Voting may occur through an action by written consent consistent with Cal. Corp. Code. Section 5211(b) and 5079. In that regard, any action that may be taken by the Board may be taken without a meeting so long as all directors (excluding interested directors) consent to such action.

Pursuant to the foregoing, routine matters (e.g. approval of minutes) may be approved by the Board directly through email, without a meeting, so long as all Board members (excluding interested directors) respond and approve such matters via email response. The approval of major or complex matters (e.g. amendment of articles, election of directors) shall not be performed through email, however, the

Board may solicit the execution of actions by unanimous consent via email, which if executed by all Board members and returned to the Board, shall become official acts of the Board.

By way of example and not by way of limitation of the distinction above; the board may email a copy of meeting minutes to Board members seeking approval of such minutes; and so long as all Board members respond in the affirmative, the minutes shall be approved.

However, if the Board seeks to amend the bylaws it shall not communicate the proposed amendment in the body of the email, seeking an affirmative response. Nonetheless, the Board may solicit the execution of an action by written consent detailing the proposed amendment via email by each Board member, which if executed by each Board member and returned by all Board members, shall become an official act of the Board.

Section 4. Annual Disclosure

In accordance with the Conflict of Interest Policy, all Board members shall complete and sign a disclosure form and deliver the same to the Secretary no later than the Annual Meeting for the following year. By way of example, the Board member would complete the form in June 2022, for the fiscal year beginning July 1, 2022 and ending June 30, 2023. If there has been no change, the disclosure form may simply indicate that there have been no changes.

Section 5. Compensation

Board members shall serve as volunteers and are not compensated for their services. They may be reimbursed for transportation and other direct expenses while engaged in the discharge of their official Board duties.

## ARTICLE IX INDEMNIFICATION

Section 1. Indemnification Against Expenses

The CSUB Foundation shall, to the extent legally permissible, indemnify each of its Board members and officers against all liabilities and expenses (including legal fees) reasonably incurred in connection with the defense of any action, suit, or other proceeding (whether civil, criminal, administrative, or investigative) to which he or she has been made a party by reason of being or having been in such

role, provided he or she acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the CSUB Foundation. Board members and officers shall not be entitled to indemnification for acts that are adjudicated in such action, suit, or proceeding to be the result of gross negligence or willful misconduct in the performance of their duties. The CSUB Foundation shall also maintain directors' and officers' liability coverage.

Section 2. Advance Payment of Expenses

Expenses, including legal fees, reasonably incurred by any Board member or officer in connection with the defense or disposition of any action, suit, or other proceeding may be paid from time to time by the CSUB Foundation in advance of the final disposition thereof under the condition that the Board member or officer repay such advanced fees and costs if it ultimately is determined that the Board member or officer is not entitled to be indemnified by the CSUB Foundation as authorized by these Bylaws.

Section 3. Insurance

The Board may, at its discretion and to the extent legally permissible, authorize, purchase, and maintain insurance on behalf of any person not otherwise entitled to indemnification hereunder, who is an employee or other agent of the CSUB Foundation or who serves at the request of the CSUB Foundation as an employee or other agent of an organization in which the CSUB Foundation has an interest.

Section 4. Personal Liability

Board members and officers shall not be personally liable for any debt, liability, or obligation of the CSUB Foundation. All persons, corporations, or other entities extending credit to, contracting with or having any claim against the CSUB Foundation may look only to the funds and property of the CSUB Foundation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment, or decree, or of any money that may otherwise become due or payable to them from the CSUB Foundation.

Section 5. Miscellaneous

The foregoing rights of indemnification and advancement of expenses shall not be exclusive of any other rights to which any Board member, officer or employee may be entitled, under any other bylaw, agreement, vote of disinterested Board members, or otherwise, and shall continue as to a person who has ceased to be a Board member, officer, or employee and shall inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE X  
AMENDMENTS TO BYLAWS

Section 1. Amendments to Bylaws

These Bylaws may be amended at any meeting of the Board by a two-thirds (2/3) vote of the Board then in office, provided notice of the substance of the proposed amendment(s) is sent to all Board members in accordance with Article IV, Section 3 (Notice).

ARTICLE XI  
HONORARY AND LIFE MEMBERS

Section 1. Generally

The CSUB Foundation shall have no statutory members, within the meaning of California Corporations Code § 5056, and no person other than a Board member defined in Article III (Board) shall have the right to make motions or vote on any matter. In that regard, references to Life Members and Honorary Members below are for the convenience of the CSUB Foundation and the Board and shall not confer any rights upon such persons.

In that regard, no Life Member or Honorary Member shall have any right to vote or participate in the management of the CSUB Foundation and shall participate, if at all, on a purely advisory basis. No Life Member or Honorary Member shall have any right to direct written notice of Board meetings nor shall the failure to provide direct, written notice of the same to Life Members or Honorary Members invalidate any action of the Board taken at such an otherwise validly noticed according to these Bylaws, so long as the notice otherwise complies with law applicable to notice of CSUB Foundation Board and committee meetings. Neither Life Members nor Honorary Members shall be counted in determining whether a quorum of the Board or any committee exists.

Section 2. Life Member

When a retiring or retired member has made an outstanding contribution to the CSUB Foundation and the University and served a period of at least nine (9) years on the Board, he or she may be designated a Life Member upon presentation of a resolution by the Chair and/or Secretary and unanimous adoption by a quorum of the Board present and voting at a meeting

Section 3. Honorary Member

When a retiring member or community leader has made an outstanding contribution to the CSUB Foundation and the University over an extended period of time, he or she may be designated an Honorary Member upon presentation of a resolution by the Chair and/or Secretary and unanimous adoption by a quorum of the Board present and voting at a meeting.

ARTICLE XII  
MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year

The fiscal year of the CSUB Foundation begins on July 1 of each year and ends on June 30 of the succeeding year.

Section 2. Nondiscrimination

The CSUB Foundation does not discriminate in its employment policies against any person on the basis of gender, race, color, religion, age, disability, sexual orientation, national or ethnic origin, or on any other basis proscribed by federal, state, or local law.

Section 3. Subordination to State Law

To the extent that any of these Bylaws may be inconsistent with the laws of the State of California, the laws of the State of California shall control.

Section 4. Corporate Seal

The corporate seal shall consist of a circle, having at its circumference the words, "CALIFORNIA STATE UNIVERSITY BAKERSFIELD FOUNDATION," and inside the circle the following words and figures: "Incorporated February 5, 1969."

Section 5. Effective Date

These Bylaws shall become effective:	<b>July 1, 2017</b>
These Bylaws last revised and effective:	<b>October 4, 2017</b>
These Bylaws last revised and effective:	<b>March 14, 2018</b>
These Bylaws last revised and effective:	<b>December 12, 2019</b>
These Bylaws last revised and effective:	<b>To Be Determined 2022</b>