

BYLAWS OF THE
CSUSB PHILANTHROPIC FOUNDATION

Table of Contents

Article I: Objectives...[Page 2](#)

Article II: Purpose...[Page 3](#)

Article III: Members...[Page 4](#)

Article IV: Board of Directors...[Page 5](#)

Article V: Meetings and Voting...[Page 9](#)

Article VI: Duties of Directors...[Page 11](#)

Article VII: Officers...[Page 12](#)

Article VIII: Committees...[Page 14](#)

Article IX: Indemnification of Directors, Officers, and Other Agents...[Page 16](#)

Article X: Contracts, Loans, Checks, Deposits, and Gifts...[Page 17](#)

Article XI: Miscellaneous...[Page 18](#)

Article XII: Amendment to Bylaws...[Page 19](#)

ARTICLE I

OBJECTIVES

The name of this corporation is the California State University San Bernardino Philanthropic Foundation. The corporation is organized and at all times hereafter will be operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of California State University, San Bernardino. The corporation and all of its functions and activities are to be operated and conducted in the promotion of its charitable purposes as specified in its Articles of Incorporation.

The corporation shall be operated as an auxiliary organization of California State University, San Bernardino ("University"), in accordance with the rules, regulations and policies of the University and the Board of Trustees of the California State University (herein referred to as the "Trustees").

ARTICLE II

PURPOSE

This corporation is organized exclusively for charitable and educational purposes, in connection with the teaching, research and community services purposes of California State University, San Bernardino, within the meaning of Internal Revenue Code §501(c)(3) or the corresponding provision of any future United States internal revenue law. The specific and primary purposes for which this corporation is organized are:

- a. To develop and increase the facilities of California State University, San Bernardino for broader educational opportunities and service to students, alumni, and the citizens of the State of California by encouraging gifts to California State University, San Bernardino of money, property, works of art, historical papers, documents, museum specimens of educational, artistic, or historical value, and any other assets of value of any description;
- b. To provide gift funding for scholarly activities and research at California State University, San Bernardino;
- c. To provide funding for the establishment of scholarships and other student support programs to California State University, San Bernardino;
- d. To provide philanthropically related counsel and assistance to the President of California State University, San Bernardino;
- e. To advance California State University, San Bernardino throughout the local, regional, national, and global communities by engaging in meaningful partnerships that elevate educational opportunities.

The foregoing provisions shall be construed as both purposes and powers of this corporation, but no recitation, expression, or declaration; of specific or special powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful purposes and powers not inconsistent herewith are hereby included.

ARTICLE III

MEMBERS

Section 1. No Regular Members. In accordance with Section 5310 of the California Nonprofit Public Benefit Corporation Law, the corporation shall have no members within the meaning of Section 5056 of that law. All action which would otherwise require approval by a majority of all members or approval by members shall require only approval of the Board of Directors. All rights which would otherwise vest in members shall vest in the Directors.

Section 2. Persons Associated With the Corporation. By resolution, the Board of Directors may create any advisory boards, councils, or other bodies as it deems appropriate. The Board of Directors may also, by resolution, confer upon any such class or classes of such persons some or all of the rights identical to those of a member under the California Nonprofit Public Benefit Corporation Law other than the right to vote:

- (a) for the election of a Director or Directors or an officer or officers; or
- (b) on a disposition of all or substantially all of the assets of the corporation; or
- (c) on merger; or
- (d) on dissolution; or
- (e) on changes to the corporation's Articles of Incorporation or Bylaws.

All such voting rights are vested exclusively in the Board of Directors.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Definition of Terms. For the purpose of these Bylaws, "Board of Directors" refers to the Board of Directors of the corporation. "University" refers to California State University, San Bernardino.

Section 2. Powers. Subject to limitations of the Articles of Incorporation and these Bylaws, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 3. Membership on the Board of Directors. The composition of the Board of Directors shall be in conformity with Section 42602 of the California Code of Regulations, Title 5. Generally, the Board of Directors will be comprised of the following voting members:

Community Directors (up to 35, not less than 17). Based on the recommendation of the Board Membership committee, nominated by the President and elected by the Board of Directors, community directors are individuals whose position on the board is not based on core responsibilities within the university. These directors will serve a three (3) year term, and shall serve no more than two consecutive terms.

a) Eight (8) Ex-Officio Directors. Ex-officio membership shall automatically expire at the time the person holding such membership ceases to hold the position which qualifies him or her as an ex-officio board member. The Ex-Officio Directors shall consist of CSUSB administration members to include:

- 1) University President;
Concurrently serves as the President of the CSUSB Philanthropic Foundation.
- 2) University Provost/Vice President for Academic Affairs;
- 3) University Chief Financial Officer and Vice President, Finance, Technology, and Operations;
Concurrently serves as the Treasurer and Assistant Secretary of the CSUSB Philanthropic Foundation.
- 4) University Vice President for University Advancement;
Concurrently serves as the Executive Director of the CSUSB Philanthropic Foundation.
- 5) University Vice President for Student Affairs;
- 6) University Vice President for Human Resources;
- 7) University Vice President for Strategic Enrollment Management and Marketing;
- 8) Associate Vice President for Advancement Services & Operations will serve as the Secretary for the CSUSB Philanthropic Foundation.

In the event an ex-officio director with an officer position is unable to serve on the board, the University President may designate a campus administrator to fulfill their role.

- b) Faculty Directors (up to two (2)). Faculty Directors shall be nominated by the CSUSB Faculty Senate and ratified by the board. The term of office shall be for a period of (2) years with an opportunity to be renominated by the Faculty Senate and ratified by the board.
- c) Two (2) Student Ex-Officio Directors. The President of Associated Students Inc. and/or their designee shall serve during the term of office.
- d) Approval by University President. Notwithstanding anything to the contrary contained in these Bylaws, all candidates to be nominated as elected directors on the board shall be approved by the University President. Similarly, all actions to remove any director shall be approved by the University President.

Section 4. Each voting Director, except for Faculty Directors and the Student Ex-Officio Directors, must be a donor to the CSUSB Philanthropic Foundation or become a donor within six months of election. A donor is a person who has contributed money (or property based on the CSUSB Gift Acceptance Policy) to the Foundation. Each Director shall make an annual contribution of at least \$1,000 to be directed to the Foundation. Additionally, a director shall support occasional special fund-raising campaigns and events.

Section 5. Number of Directors. The authorized number of voting community Directors shall be not less than 17 and not more than 35 unless changed by amendment of these Bylaws.

Section 6. Non-Voting Membership on the Board of Directors. The board of directors may upon nomination by the President honor persons who have made outstanding contributions to the foundation and/or California State University San Bernardino with special designations. These two groups will be exempt from the annual conflict of interest disclosure:

- a) Emeriti Members – Emeritus Director is an honorary status conferred on a board member in recognition of their outstanding service to the Foundation and the University. The designation as Emeritus Director is made through the Executive Committee with the review and approval of the full Board at the June board meeting.
 - 1) Emeritus Directors are those directors who are no longer able to serve or whose terms have expired, but whose contributions, over time, have been profound in terms of service, philanthropy, and dedication to the University's mission.
 - 2) The term of office for a Emeritus Director shall be for life. Emeritus Directors shall receive notification of all general meetings and events, but not committee meetings of the board.

- 3) They shall not have the right to vote, to be counted towards a quorum, or to hold elective office on the Board. Emeritus Directors may serve on general committees of the board, as requested by the Chair, with approval by the Executive Committee. This includes, but not limited to committees focused on development, finance or membership.
- b) Ad Hoc Committee Members – Emeritus members of the Board of Directors, and others with expertise of value to the Board, may be invited to serve as ad hoc members of the Board committees subject to the approval of the Executive Committee and notice to the full Board. Such ad hoc committee members shall serve without voting powers, and may serve unlimited one-year terms of office.

Section 7. Resignation and Removal. A Director may resign from the Board of Directors at any time by giving written or verbal notice to any officer of the corporation and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any ex-officio or other Director may be removed as a Director by the President or the Board of Directors.

Section 8. Inspection by Directors. Each Director shall have the right at any reasonable time to inspect all books, records, and documents of every kind and to inspect the physical properties of the corporation, provided that such Director shall not have the right to inspect those books records or documents made privileged or confidential by law. Any inspection must be made by the Director in person. The use by a Director of any information, not a matter of public record, received by such Director by reason of being a Director, shall be subject to the prohibitions of Section 89909 of the California Education Code.

Section 9. Conflict of Interest. No voting member of the Board of Directors shall be financially interested in any contract or other transaction entered into by the Board of Directors that is not in accordance with the conflict of interest provisions set forth in Education Code Sections 89906-89909. The following relationships are specifically deemed not permissible:

- (a) Any contract, other than an employment contract, directly between the corporation and a Director;
- (b) Any contract between the corporation and partnership or unincorporated association in which a Director is a partner, or owner, or holder, directly or indirectly, of a proprietorship interest;
- (c) Any contract between the corporation and a for-profit corporation in which a Director is the owner or holder, directly or indirectly, of 5 percent or more of the outstanding common stock.

Conflict of interest forms shall be completed and submitted to the Executive Director of the CSUSB Philanthropic Foundation by August 30 of each calendar year. It shall be the continuing responsibility of all directors to review their outside business interests, philanthropic interests, personal interests, family and other close relationships for actual or potential conflicts of interest with respect to the Corporation, and to immediately disclose the nature of the interest or relationship.

ARTICLE V

MEETINGS AND VOTING

Section 1. Principal Office. The principal office of the corporation shall be located at California State University, San Bernardino, in San Bernardino, California, unless otherwise prescribed by the Board of Directors and approved by the President.

Section 2. Place of Meetings. All meetings of the Board of Directors shall be held at the principal office of the corporation in the County of San Bernardino, California, unless otherwise prescribed by the Board of Directors.

Section 3. Regular Meetings. Regular meetings of the Board of Directors shall normally be held at least four (4) times annually. An annual meeting in June, shall be held for the purpose of electing and designating Directors and officers, considering reports on the affairs of the corporation, and transacting such other business as may properly be brought before the Board of Directors, unless otherwise prescribed by the BOD. Special meetings may be called as prescribed in the Bylaws.

Section 4. Special Meetings. Special meetings of Directors may be called by, or at the direction of, the President, Chair, or by a majority of the voting Directors then in office, to be held at such time and place as shall be designated in the notice of meeting. The call and notice of a special meeting shall be delivered at least twenty-four (24) hours prior to any meeting and shall specify the time and place of the meeting and the business to be transacted.

Section 5. Virtual Meetings. Any meeting may be held virtually, as long as all Directors participating in the meeting can effectively communicate with one another. All such Directors shall be deemed to be present in person at such a meeting. If any member votes or takes other action at the meeting by means of electronic transmission, electronic video screen communication, conference telephone, or other means or remote communication, a record must be maintained by the board of that vote or action. The conduct of such meetings shall be consistent with the open meeting requirements of Education Code Sections 89920-89928.

Section 6. Notice of Meetings.

- (a) Notice of the date, time and place of any meeting of the Board of Directors other than annual or special meetings shall be given at least seven (7) days previous thereto by written notice delivered personally or sent by mail, or electronic correspondence to each Director at his or her address or electronic correspondence as shown on the records of the corporation. If mailed, such notice shall be deemed to be delivered the next day during which regular mail deliveries are made after the day such notice is deposited in the United States Postal Service in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by electronic mail, such notice shall be deemed delivered when the or electronic correspondence is transmitted. The business to be transacted at any regular meeting of the Board of Directors shall be specified in the notice of any such meeting. A copy of the notice of the meeting, together with the agenda for the meeting, shall be posted

in the principal office of the corporation, and shall be given to any persons entitled thereto pursuant to Education Code Section 89921. It is the responsibility of the director to provide updated contact information to the Executive Director and Board Secretary.

- (b) The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
- (c) Notice of a meeting of the Board of Directors shall also be given to any persons entitled thereto pursuant to Section 89921 of the California Education Code.

Section 7. Open Meetings. All meetings of the Board of Directors shall be open and public, and all persons shall be permitted to attend any meeting of the Board of Directors, provided, however, that the Board of Directors may hold closed sessions during any meeting to consider those matters that may lawfully be considered in such sessions under Section 89923 of the California Education Code. The Board of Directors shall not take action on any issue unless that issue has been publicly posted for at least one week as required by California Education Code Section 89924.

Section 8. Quorum and Manner of Acting. At least one-quarter (1/4) of the number of voting Board members in office shall constitute a quorum of the Board of Directors for the transaction of business, except to adjourn as provided in Section 9 of this Article III. Every act or decision done or made by the members present at a meeting at which a quorum is present shall be regarded as the act of the Board. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of a member or members, if any action taken is approved by at least a majority of the required quorum for that meeting. In the case of a tie vote, the chair shall be allocated an additional vote.

Section 9. Adjourned Meetings. A quorum of the Directors, or in the absence of a quorum, a majority of the Directors present at any Directors meeting, may adjourn the meeting to meet again at a stated date, time and place. Notice of the date, time, place and business to be transacted at such meeting shall be given to any Directors who were not present at the time of the adjournment.

Section 10. Minutes of Meetings and Conduct. Written minutes of all meetings of the Board of Directors shall be kept. The Board of Directors may adopt its own rules or procedures insofar as such rules are not inconsistent with, or in conflict with, these Bylaws, the Articles or the law.

Section 11. Voting Rights. Each voting Director shall have one vote.

ARTICLE VI

DUTIES OF DIRECTORS

A Director shall perform the duties of a Director, including duties as a member of any committee of the Board of Directors upon which the Director may serve, in good faith, in a manner such Director believes to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. A Director shall serve as a fiduciary. In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- (a) One or more officers or employees of this corporation whom the Director believes to be reliable and competent in the matters presented;
- (b) Counsel, independent accountants, or other persons as to matters which the Director believes to be within any such person's professional or expert competence;
- (c) A committee of the Board of Directors upon which the Director does not serve, as to matters within its designated authority, which committee the Director believes to merit confidence; so long as, in any such case, the Director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

ARTICLE VII

OFFICERS

Section 1. Officers. The officers of the corporation shall be the President, Chair, Immediate Past Chair, Vice Chair, Secretary, Assistant Secretary and Treasurer. The Board of Directors may establish additional officers of the corporation. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President.

Section 2. Election and Terms of Office. All of the officers of the corporation, other than the President and Treasurer, shall be elected by the Board of Directors at its annual June meeting and assume the office at the September meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may conveniently be scheduled. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Except as provided in the case of officers appointed under Section 4 of Article VII herein, each elected officer shall hold office for no more than two consecutive two (2) year terms or until their successor is elected, unless he or she shall sooner resign, be removed, or become ineligible to continue to serve in such capacity. Time served as an elected officer will not count towards board member terms of service.

Section 3. Removal and Resignation. Any officer elected by the Board of Directors may be removed from office by the Executive Committee at any meeting at which a quorum is present whenever, in their judgment, the best interests of the corporation would be served thereby. Any elected officer may resign from office at any time by giving written notice to the President or the Secretary of the corporation and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

Section 4. Vacancies. A vacancy in any office may be filled by nomination of the President and approval by the Board of Directors for the unexpired portion of the term.

Section 5. President. The University President shall be the President of the corporation. The President shall provide general supervision of the affairs of the corporation and the other officers.

Section 6. Chair. The Chair shall preside at all meetings of the Board of Directors and the Executive Committee, and shall have such other powers and duties as the Board of Directors may prescribe from time to time. In absence of the Chair, the Vice Chair will preside.

Section 7. Immediate Past Chair. In order to assist with the transition of the Chair-Elect, the position of Immediate Past Chair shall serve in an advisory role to the Chair-Elect and assist in their orientation. The term of the Immediate Past Chair shall be for one (1) year.

Section 8. Vice Chair. In the absence of the Chair, the Vice Chair shall perform all of the duties of the Chair. When so acting, the Vice Chair shall have all the powers of and be subject to all of the restrictions of the Chair. The Vice Chair shall have such other powers and duties as the Board of Directors may prescribe from time to time.

Section 9. Secretary. The Associate Vice President for Advancement Services & Operations shall serve as the Secretary, and shall keep or cause to be kept a book of minutes at the principal office or at such other place as the Board of Directors may order of all meetings of the Directors and of the Executive Committee, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at the Directors meetings. The Secretary shall give or cause to be given notice of all the meetings of the Board of Directors required by these Bylaws or by law to be given.

Section 10. Assistant Secretary. The University Chief Financial Officer and Vice President, Finance, Technology and Operations shall serve as the Assistant Secretary. In the event the Secretary is unavailable, the Assistant Secretary shall keep or cause to be kept a book of minutes at the principal office or at such other place as the Board of Directors may order of all meetings of the Directors and of the Executive Committee, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at the Directors meetings. If required, the Assistant Secretary shall give or cause to be given notice of all the meetings of the Board of Directors required by these Bylaws or by law to be given.

Section 11. Treasurer. The University Chief Financial Officer and Vice President, Finance, Technology and Operations shall be the Treasurer of this corporation. The Treasurer, subject to the direction of the President, shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipt for monies due and payable to the corporation from any source whatsoever; deposit all such monies in the name of the corporation in such banks, trust companies, or other depositories as the Board of Directors shall select, and, in general, perform all the duties incident to the office of Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her other duties in such sum and with such surety as the Board of Directors shall determine.

ARTICLE VIII

COMMITTEES

Section 1. Authority. In consultation with the University President and upon ratification of the Board of Directors the Board Chair shall appoint the chairs and members of the committees and subcommittees specified in Sections 2 and 3 of this Article VIII and may appoint the chairs and members of one or more additional committees, each consisting of three (3) or more voting directors, and delegate to such committees any of the authority of the Board except as follows: filling vacancies in the Board of Directors, or amendment or repeal of any bylaw or the adoption of any new bylaw; amendment or repeal of any resolution of the Board of Directors which by its express terms is not so amendable or repeatable; or approval of a potential conflict-of-interest transaction, such as described under Article IV, Section 9(B) of these Bylaws.

Section 2. Standing Committees. The corporation's Board of Directors shall have six (6) standing committees. These are the Executive, Investment & Finance, Audit, Advocacy and Community Relations, Philanthropy and Board Membership committees.

- a) Executive Committee. The Executive Committee shall meet at least quarterly to approve the agenda for the Board of Directors. The committee will provide oversight of the Philanthropic Foundation budget and operations. It may also review all standing committee recommendations and determine if they should move forward to the full board. The Executive Committee is expected to deliberate on and resolve emergency matters. It will also oversee matters not assigned to other standing committees. The officers of the corporation, Immediate Past Chair, ex-officio members, CSUSB Alumni Association Board President, and the Chairs of the Investment, Audit, Advocacy, and Philanthropy committees, shall constitute the Executive Committee. The Board of Directors may appoint additional Executive Committee members as they deem appropriate. Associated Students Inc. may appoint alternate committee members to serve in the absence of a regularly elected Associated Students Inc. member. A quorum shall consist of five (5) committee members. Decisions shall require approval of a minimum of five (5) members of the committee. Executive Committee members shall serve no more than two two-year terms or until their successor is appointed. Time served as an executive committee member will not count towards board member terms of service.
- b) Investment & Finance Committee. The Investment & Finance Committee shall oversee Foundation's short-term and long-term investment and finance programs. It shall ensure compliance with investment policies and review quarterly investment reports and review additional data provided by NACUBO, CSU and other nationwide data. The committee shall maintain the delegated authority of the Board to manage the Foundation's investment program, including compliance with the Investment Policy as well as review of the Foundation's operating budget. The committee shall be comprised of no less than seven (7) committee members. A quorum shall consist of four (4) committee members. Decisions shall require approval of a minimum of four (4) members of the committee.

- c) *Audit Committee*. The Audit Committee is established in compliance with the Nonprofit Integrity Act (“Act”). The committee is responsible for assuring compliance with the Act, including but not limited to, recommending to the Board of Directors the retention and termination of independent auditors; conferring with auditors to satisfy committee members that the financial affairs of the corporation are in order; reviewing and determining whether to accept the audit; assuring that any non-audit services performed by the auditing firm conform with the standards for auditor independence set forth in the latest revision of auditing standards; and approving performance of non-audit services by the auditing firm. The committee shall be comprised of no less than three (3) committee members. A quorum shall consist of two (2) committee members. Recommendations shall require approval of a minimum of two members of the committee. Members of the Audit Committee shall not have a material financial interest in any entity doing business with the corporation.
- d) *Advocacy & Community Relations Committee*. The Advocacy & Community Relations Committee will provide guidance and support for CSU and CSUSB advocacy efforts at the local, state and national levels. Committee members will: advise the university on best ways in which to build and maintain strong relationships with legislators and policymakers; provide advice in framing key issues and messages to be shared with the public, opinion leaders and decision makers; identify and facilitate introductions to individuals who have influence with legislators and might be called upon to assist the CSU and CSUSB; participate as needed in legislative visits and advocacy events; and consider and make recommendations to the Executive Committee regarding legislative issues on which the board might take action. The Advocacy and Community Relations Committee shall be comprised of no less than seven (7) members. A quorum shall consist of at least 50% of the committee members. Decisions shall require approval of a minimum of four committee members.
- e) *Philanthropy Committee*. The Philanthropy Committee shall provide guidance and leadership for the development and fundraising activities of the University’s development program, including overseeing fundraising priorities and feasibility studies, campaign planning, and identification, cultivation, and solicitation of prospective campaign leaders and donors. The committee will meet at least three (3) times a year, with support from the Associate Vice President of Advancement.
- f) *Board Membership Committee*. The Committee on Board Membership shall develop a plan of board composition relevant to the strategic direction of the Foundation. Committee members shall recruit and recommend candidates to the Executive Committee for election 60 days prior to the next board meeting. All candidates to be nominated for election shall be approved by the University President. The committee shall develop and recommend strategies, policies and practices that orient, educate, organize, motivate, and assess the performance of the directors. The committee shall be comprised of no less than three (3) committee members. A quorum shall consist of two (2) committee members.

ARTICLE IX

INDEMNIFICATION OF DIRECTORS, OFFICERS, AND OTHER AGENTS

Section 1. Right of Indemnity. To the fullest extent permitted by law, the corporation shall indemnify its Directors, officers, employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any “proceeding”, as that term is used in that Section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. “Expenses” as used in this section shall have the same meaning as in Section 5238(a) of the California Corporations Code.

Section 2. Approval of Indemnity. On written request to the Board of Directors by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the Board of Directors shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board of Directors shall authorize indemnification.

Section 3. Advancement of Expenses. To the fullest extent permitted by law and except as otherwise determined by the Board of Directors in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding covered by those Sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

Section 4. Insurance. The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Directors, employees, and other agents, against any liability asserted against or incurred by any officer, Director, employee, or agent in such capacity or arising out of the officer’s, Director’s, employees’, or agent’s status as such.

ARTICLE X

CONTRACTS, LOANS, CHECKS, DEPOSITS, AND GIFTS

Section 1. Contracts. The Board of Directors may authorize any officer or agent of the corporation, in addition to the 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 corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. The corporation shall not make any loan of money or property to or guarantee the obligation of any Director or officer unless approved by the Attorney General; provided, however, that the corporation may advance money to a Director or Officer of the corporation for expenses reasonably anticipated to be incurred in the performance of the duties of such officer or Director, provided that in the absence of such advance, such Director or officer would be entitled to be reimbursed for such expenses by the corporation.

Section 3. Checks, Drafts, Etc. All checks, drafts, or other orders for payment of money, and all notes or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as, from time to time, shall be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 5. Gifts. Individual members of the Board of Directors shall not accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any specific purpose of the corporation.

ARTICLE XI

MISCELLANEOUS

Section 1. Fiscal Year. The Fiscal year of the corporation shall begin on the first day of July and end on the last day of June in each year unless otherwise determined by resolution of the Board of Directors.

Section 2. Rules. The Board of Directors may adopt, amend, or repeal rules not inconsistent with these Bylaws for the management of the internal affairs of the corporation and the governance of its officers, agents, committees, and employees.

Section 3. Books and Records. The corporation shall keep correct and complete books and records of account and shall also keep records and minutes of the proceedings of the Board of Directors and committees. Copies of the minutes of the Board of Directors and the committees shall be regularly distributed to each member of the Board of Directors.

Section 4. Corporate Seal. The Board of Directors may provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation, the date of its incorporation, and the word, "California".

Section 5. Waiver of Notice. Whenever any notices are required to be given under the provisions of the Nonprofit Corporation Act of the State of California, or under the provisions of the Articles of Incorporation of the corporation, or these Bylaws, a waiver thereof in writing signed by the persons entitled to such notice, whether dated before or after the time stated herein, to the extent permitted by law, shall be deemed equivalent to the giving of such notice.

ARTICLE XII

AMENDMENT TO BYLAWS

These Bylaws may be amended at any regular meeting of the Board of Directors, or at any special meeting called solely for that purpose, by a majority vote of the Board of Directors, subject to the approval of the President.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected and acting Secretary of the CSUSB Philanthropic Foundation, a California nonprofit public benefit corporation and that foregoing Amended and Restated Bylaws, consisting of 19 pages, constitute a true and correct copy of the Bylaws of the Foundation as amended and restated on June 5, 2024.

IN WITNESS WHEREOF, I have hereunto subscribed my name this fifth day of June, 2024.



Monica Alejandre, Secretary

AMENDMENT DATES

As Filed: June 4, 2011
As Amended: September 20, 2012
As Amended: December 5, 2017
As Amended: September 10, 2020
As Amended: June 28, 2023
As Amended: June 5, 2024