

BYLAWS  
OF THE  
HUMBOLDT STATE UNIVERSITY ADVANCEMENT FOUNDATION

ARTICLE I  
**Purposes**

The corporation shall be an auxiliary organization of The California State University serving Humboldt State University and shall have such purposes as are now or may hereafter be set forth in its Articles of Incorporation.

ARTICLE II  
**Powers**

The corporation shall have such powers as are now or may hereafter be granted by laws governing auxiliary organizations of The California State University and by the Nonprofit Corporation Law of the State of California, except as limited by the provisions of its Articles of Incorporation or these Bylaws.

ARTICLE III  
**Offices**

The corporation shall have and continuously maintain in the County of Humboldt, State of California, a principal office for the transaction of the corporation's business, and may have such other offices within the State of California as the Board of Directors may from time to time determine.

ARTICLE IV  
**Members**

Section 1. **No Regular Members.** In accordance with Section 5310 of the California Corporations Code, the corporation shall have no members as that term is defined in the Corporations Code Section 5056. 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, honorary memberships, 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 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 a merger; or
  - (d) on a dissolution; or
  - (e) on changes to the corporation's Articles of Incorporation or Bylaws;
- all such voting rights being vested exclusively in the Board of Directors.

ARTICLE V  
**Board of Directors**

Section 1. **Definition of Terms.** For the purpose of these Bylaws, "Board of Directors" or "Board" refers to the Board of Directors of the Corporation. "President" and "University" refer to Humboldt State University.

Section 2. **General Powers.** All the business and affairs of the corporation shall be managed and controlled by the Board of Directors.

Section 3. **Number.** The authorized number of voting Directors shall not be less than three (3) nor more than thirty-five (35), the exact number to be specified from time to time by action of the President.

Section 4. **Selection and Tenure.** The composition of the Board of Directors shall be in conformity with Section 42602 of the California Code of Regulations, Title 5. The President of the University and the Vice President of Advancement shall be ex-officio voting Directors. The President of the University shall appoint one (1) ex-officio Executive Director, one (1) Alumni Association member, one (1) Faculty member, and one (1) Student member and other University employees from time to time. Each of these appointed voting Directors shall serve one year terms and may have their terms extended from year to year thereafter, as determined by the President of the University. All other voting Directors shall be appointed by the President of the University and shall serve a three-year term, serving no more than two consecutive terms without leaving the Board for at least one year.

Section 5. **Resignation and Removal.** Any Director may resign from the Board 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. Directors may be removed from office by the President of the University upon the recommendation of a majority vote of the Board of Directors. Directors appointed by the President shall automatically be removed from office for failure to attend three consecutive meetings of the Board of Directors without being excused therefrom.

Section 6. **Vacancies.** Vacancies shall be filled by the President for the unexpired term of their predecessors. A vacancy or vacancies in the Board shall be deemed to exist in the case of the death, resignation or removal of any Director, or if the authorized number of Directors is increased. Directors may be removed without cause by the President.

Section 7. **Compensation of Directors.** No Director shall receive any salary or other similar compensation for any services as a Director; however, the Board of Directors may authorize the reimbursement of actual and necessary expenses incurred by individual Directors performing duties as Directors or as members of Committees.

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 the physical properties of the corporation for a purpose reasonably related to such person's interest as a Director, provided that such Director shall not have the right to inspect those books, records or documents made privileged or confidential by law. This inspection must be made by the Director in person, provided that the Director may be accompanied by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents. Nothing in this section shall affect the right of the Board of Directors to conduct the business of the corporation as set forth in these Bylaws.

Section 9. **Conflict of Interest.** No 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 and circumstances 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 a partnership or unincorporated association in which a Director is a partner, or owner, or holder, directly or indirectly, of a proprietor-ship 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.
- d) A member of the governing board of an auxiliary organization is interested in a contract or transaction within the meaning of Section 89906, and without first disclosing such interest to the governing board at a public meeting of the board, influences or attempts to influence another member or members of the board to enter into the contract or transaction.

Section 10. **Duty of Care.** A Director shall perform the duties of a Director, including duties as a member of any committee of the Board 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. 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; or
- c) A committee of the Board 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 VI 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 bylaw, 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 by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the Board 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 shall authorize indemnification.

Section 3. **Advancement of Expenses.** To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding covered by Section 5238 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, employee's or agent's status as such.

## ARTICLE VII Meetings of the Board of Directors

Section 1. **Place of Meeting.** Meetings of the Board of Directors shall be held at any place within the State of California that has been designated from time to time by the Board of Directors. In the absence of such designation, meetings shall be held at the principal office of the corporation.

Section 2. **Annual Meeting.** An annual meeting of the Board of Directors shall be at a date and time fixed by the Board of Directors. Such meeting shall be for the purpose of acknowledging the appointment or reappointment of Directors by the President of the University, electing or reelecting Officers of the corporation and for the transaction of such other business as may come before the meeting. All such Directors and Officers shall assume their offices at the beginning of the regular meeting that follows the annual meeting unless otherwise stated in the election motion.

Section 3. **Regular Meetings.** Regular meetings of the Board of Directors shall be convened as needed by the Chairperson of the Board.

Section 4. **Special Meetings.** Special meetings of Directors may be called by, or at the direction of, the President of the University or by one-third (1/3) of the voting Directors then in office, to be held at such date, 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 date, time and place of the meeting and the business to be transacted, and no other business may be conducted at a special meeting. (Education Code 89922.)

Section 5. **Notice of Meeting.**

- 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, facsimile or e-mail to each Director at his or her address, facsimile number or e-mail address as shown or 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 facsimile or e-mail, such notice shall be deemed delivered when the facsimile or e-mail is transmitted. The business to be transacted at any regular meeting of the Board shall be specified in the notice of any such meeting.

- 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 shall also be given to any persons entitled thereto pursuant to Section 89921 of the California Education Code.

Section 6. **Meeting Attendance.** Directors are expected to make an effort to attend all meetings in person. If unable to attend in person, a Director may participate via telephone, videoconference or similar communication equipment. All such Directors shall be deemed to be present in person at such a meeting. Directors are strongly encouraged to attend at least two board meetings in person each fiscal year.

Section 7. **Action without a Meeting.** Any action that the Board of Directors is required or permitted to take may be taken without a meeting if all voting Directors consent in writing or by e-mail to the action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

Section 8. **Open Meetings.** All meetings of the Board shall be open and public, and all persons shall be permitted to attend any meeting of the Board (Education Code 89920), provided, however, that the Board 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. Except as set forth in Article VII, Section 4, the Board 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 9. **Quorum and Manner of Acting.** Thirty-five percent of the voting power shall constitute a quorum for the transaction of business at any meeting of members, except to adjourn as provided in Section 10 of this Article VIII. Every act or decision done or made by a majority of the Directors present at a meeting at which a quorum is present shall be regarded as the act of the Board of Directors. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of a Director or Directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 10. **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 11. **Minutes of Meetings and Conduct.** Written minutes of all meetings of the Board of Directors and its Committees shall be kept. The Board may adopt its own rules of procedure insofar as such rules are not inconsistent with, or in conflict with, these Bylaws, the Articles of Incorporation or the law.

ARTICLE VIII  
**Officers**

Section 1. **Officers.** The Officers of the corporation shall be a Chairperson, a Vice Chairperson, a Secretary, and a Treasurer. The corporation, at the discretion of the Board of Directors, may have additional officers. All Officers shall be selected from among the voting Directors. One person may hold two or more offices, except that one person may not hold both the offices of Chairperson and Secretary or Treasurer.

Section 2. **Election and Term of Office.** Initially, the Officers of the corporation will be appointed by the President and subsequently will be elected annually by the Board of Directors at its annual 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 the Article VIII herein, each Officer shall hold office for a term of one (1) year and until his or her successor shall have been elected, unless he or she shall sooner resign, be removed, or become ineligible to continue to serve in such capacity. Elected Officers may serve as many successive one (1) year terms as the Board of Directors deems appropriate.

Section 3. **Removal and Resignation.** Any Officer elected by the Board of Directors may be removed by the Board of Directors at which a quorum is present whenever, in their judgment, the best interests of the corporation would be served thereby. Any Officer may resign at any time by giving written notice to the Chairperson or 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 President of the University upon the recommendation of the majority of the Board of Directors for the unexpired portion of the term.

Section 5. **Chairperson.** The Chairperson shall be elected from among the Directors of the corporation and shall preside at all meetings of the Board of Directors and of the Executive Committee. The Chairperson shall be an ex-officio member of all committees, which may be from time to time elected or appointed and may serve as chair of the Executive Committee. The Chairperson may sign, with the Secretary-Treasurer or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments, which have been authorized to be executed on behalf of the corporation, except in cases where the signing thereof shall be expressly delegated by the Board of Directors, or these Bylaws, or by statute to some other officer or agent of the corporation; and, in general, he or she shall perform all duties incident to the functions of the Chairperson of the Board of a corporation and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. **Vice Chairperson.** In the absence of the Chairperson, the Vice Chairperson shall perform the duties of the Chairperson. The Vice Chairperson shall have such other powers and perform such other duties as may be assigned to him or her by the Chairperson or by the Board of Directors.

Section 7. **Secretary.** The Secretary shall keep or cause to be kept a book of minutes at the principal offices 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 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 8. Treasurer.** The Treasurer shall cause to be kept and maintained adequate and correct books and accounts of the corporation's properties and transactions. The Treasurer shall cause to be given to the directors such financial statements and reports as are required to by law, by these bylaws, or by the board. The books of account shall be open to inspection by any director at all reasonable times. The Treasurer shall (i) cause to be deposited all money and other valuables in the name and to the credit of the corporation with such depositories as the board may designate; (ii) cause to disburse the corporation's funds as the board may order; (iii) cause to be rendered to the president, chairman of the board, and the board, when requested, an account of all transactions as Treasurer and of the financial condition of the corporation; and (iv) have such other powers and perform such other duties as the board or the bylaws may require.

## ARTICLE IX **Committees**

**Section 1. Committees.** The Board may appoint one or more committees, each consisting of two or more Directors, and delegate to such committees any of the authority of the Board except with respect to:

- (a) The filling of vacancies on the Board or on any committee;
- (b) The fixing of compensation of the Directors for serving on the Board or on any committee, should Article V, Section 7, be amended to allow such compensation;
- (c) The amendment or repeal of Bylaws or the adoption of any new Bylaws;
- (d) The amendment or repeal of any resolution of the Board, which by its express terms is not so amenable or repealable;
- (e) The appointment of other committees of the Board or the members thereof; or
- (f) The approval of any self-dealing transaction, as such transactions are defined in Section 5233 (a) of the California Nonprofit Public Benefit Corporation Law.

Any such committee must be created, and the members thereof appointed, by resolution adopted by a majority of the Directors then in office, and provided a quorum is present. Any such committee may be designated an Executive Committee or by such other name as the Board shall specify. The Board may appoint, in the same manner, alternative members of any committee who may replace any absent member at any meeting of the committee. The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Minutes shall be kept of each meeting of each committee.

## 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 Board of Directors 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.

Section 3. **Borrowing.** No loan shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors and in accordance with policy of the Board of Trustees of The California State University.

Section 4. **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 5. **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 6. **Gifts.** The Board of Directors may at their discretion 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 minutes of the proceedings of the Board of Directors and committees. Copies of the minutes of the Board of Directors and of 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, subject to the provisions of the law, only with the approval of the majority vote of the total voting membership of the Board of Directors, and with the written consent of the President of Humboldt State University.

## SECRETARY'S CERTIFICATE

THIS IS TO CERTIFY that the foregoing Bylaws of the Humboldt State University Advancement Foundation were duly amended on March 18, 2011 by the Board of Directors of said corporation by majority consent of said board as evidenced by Board meeting minutes on file in the records of the corporation.

IN WITNESS WHEREOF, Burt Nordstrom the undersigned, duly elected and acting Secretary of said corporation, has signed this Certificate hereon.



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Burt Nordstrom, Secretary  
Humboldt State University Advancement Foundation