

COPY

BYLAWS  
OF  
HUMBOLDT STATE UNIVERSITY  
SPONSORED PROGRAMS FOUNDATION

ARTICLE I  
Purposes

This corporation is organized exclusively for the educational purposes within the meaning of Section 501 (c), (3) of the Internal Revenue Code. 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 Humboldt State University. 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 Humboldt State University (herein referred to as "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").

The specific and primary purposes for which the corporation is formed are: to advance the welfare of Humboldt State University through the development, encouragement, and management of sponsored programs and other special campus programs and their related trusts beneficial to the University and the students and employees thereof, that assist the University in fulfilling its objectives; and to provide accounting services for other Humboldt State University auxiliaries as may be deemed appropriate from time to time by executive order of the University President.

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 Education Code or 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.

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## ARTICLE IV 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 a merger; or
- (d) on a 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 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" refers to the President of Humboldt State University.

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.

Section 3. Number of Directors. The authorized number of Directors shall be not less than fourteen and not more than twenty five; the specific number shall be determined by 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 Board of Directors shall include the following University-related ex-officio Directors: the University President; the Vice Presidents of the University or their designees selected from among personnel in their units who have experience or are involved with sponsored programs; and the Dean for Research and Graduate Studies. The Board of Directors shall include the

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following non-ex-officio members appointed by the President: one Director from among the deans of the colleges and library; seven faculty Directors; two enrolled full-time student Directors, one graduate and one undergraduate; one or more community Directors; and additional Directors from among University personnel or community members to provide appropriate legal, financial, and regulatory expertise to assist in the conduct of the business of the corporation. Student Directors shall serve two-year terms. All other non-ex-officio Directors shall serve overlapping terms of 4 years. Non-ex-officio Directors may succeed themselves only once. All Directors are voting Directors.

Section 5. Vacancies. Subject to the provisions of Section 5226 of the California Nonprofit Public Benefit Corporation Law, any Director may resign by giving written notice to the President or Secretary of the Board, and specifying that the resignation is effective immediately or at a future time. If the resignation is effective at a future time, a successor may be selected before that time, to take office when the resignation becomes effective. All vacancies occurring by expiration of terms of office shall be filled by the University President. Each Director so appointed shall hold office until the expiration of the term of the replaced Director or until a successor has been appointed by the University President. A vacancy or vacancies in the Board shall be deemed to exist in 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 (a) by the University President, or (b) by a majority of the voting Directors then in office, subject to approval of the University President. No reduction of the authorized number of Directors shall have the effect of removing any Director before expiration of the Director's term of office.

Section 6. Inspection by Directors. Each Director shall have the right at any reasonable time to inspect and copy 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, provided that the Director may be accompanied by an agent or attorney. 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 7. Compensation of Directors. No Director shall receive any salary or other similar compensation for any services as a Director; however, the Board may authorize the reimbursement of actual and necessary expenses incurred by individual Directors performing duties as Directors or as members of committees.

Section 8. 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 are specifically deemed not permissible:

- (a) Any contract, other than an employment contract, directly between the corporation and a Director.

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- (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 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.
- (d) Any contract in which a Director is interested and without first disclosing such interest to the Board of Directors at a public meeting, influences or attempts to influence one or more Directors to enter the contract.

## ARTICLE VI Duties of Directors

Section 1. Duties of Directors. 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.

Section 2. Reliance. 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 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 warranted.

## ARTICLE VII Committees

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

- (a) The approval of any action for which the California Nonprofit Public Benefit Corporation Law also requires approval of the members or approval of a majority of all members;
- (b) The filling of vacancies on the Board or on any committee;
- (c) The amendment or repeal of Bylaws or the adoption of new Bylaws;

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- (d) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (e) The appointment of other committees of the Board of the members to other committees; or
- (f) The approval of any conflict of interest transactions as such transactions may be validated pursuant to Education Code Section 89907.

Section 2. Executive Committee. The Board of Directors shall have an Executive Committee whose responsibilities shall include

- (a) Nominating candidates from among the Directors for office and committee memberships considered by the Board of Directors at the Annual Meeting or whenever vacancies occur; and
- (b) Acting on behalf of the Board of Directors when authorized by resolution of this Board of Directors to do so provided that such action is reported by the President at the earliest possible time, no later than the next regular or special meeting of the Board of Directors after the activity.

Section 3. Standing Committees. Any other committee to which any authority of the Board is delegated must be created, and its members appointed, by resolution adopted by a majority of the authorized number of Directors then in office, provided a quorum is present, and any such committee may be given a name as the Board shall specify other than "Executive Committee." The Board may appoint, in the same manner, alternate 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 of these committees shall be conducted. Unless the Board or a committee shall otherwise prescribe, the regular and special meetings and other actions of any such committee shall be governed by the provisions of Article VIII applicable to meetings and actions of the Board. Notwithstanding any prescription by the Board or a committee, all regular and special meetings of each committee shall be subject to the applicable provisions of Article 2 (commencing with Section 89920) of Part 55, Chapter 7, Part 55, Division 8, Title 3 of the California Education Code. Minutes shall be kept of each meeting of each committee when such committee is acting pursuant to a delegation by the Board of Directors pursuant to Article VII of these Bylaws. Persons who are not Directors may be included on such committees if specified in the enabling resolution.

## ARTICLE VIII

### 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.

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Section 2. Meetings by Telephone. Any meeting may be held by conference telephone or similar communication equipment, as long as all Directors participating in the meeting can hear one another. All such Directors shall be deemed to be present in person at such a meeting. The conduct of such meetings shall be consistent with the open meeting requirements of Education Code Sections 89920-89928.

Section 3. Annual Meeting. An annual meeting of the Board of Directors shall be held in September of each year prior to the regular meeting of the Board of Directors. Such meeting shall be for the purpose of acknowledging the appointment or reappointment, and the specification of terms, of Directors and electing 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.

Section 4. Regular Meetings. Regular meetings of the Board of Directors shall be held at least four (4) times per year upon notice in accordance with Section 6 of this Article VIII.

Section 5. Special Meetings. Special meetings of Directors may be called by, or at the direction of, the President or by a majority of the voting Directors then in office, to be held at such a 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.

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, facsimile, or electronic mail to each Director at his or her address, facsimile number, or electronic mail address 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 facsimile or electronic mail, such notice shall be deemed delivered when the facsimile or electronic mail is transmitted. The business to be transacted at the 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 7. 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, provided, however, that the

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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 VIII, Section 6, 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 8. Quorum and Manner of Acting. A majority of the number of Directors in office shall constitute a quorum of the Board of Directors for the transaction of business, 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 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 may adopt its own rules of procedure insofar as such rules are not inconsistent with, or in conflict with, these Bylaws, the Articles, or the Law.

## ARTICLE IX Officers

Section 1. Officers. The Officers of the corporation shall be a President, a Vice President, a Secretary and a Treasurer. All Officers other than the President shall be selected from among the voting Directors. The corporation at the discretion of the Board, may have additional Officers. Any Director may hold only one Office at a time.

Section 2. Election and Terms of Office. Vacancies among the Officers of the corporation, except Officers elected or appointed in accordance with the provisions of Section 3, Section 5, or Section 6 of this Article IX, shall be filled annually by the Board at its annual meeting (or if not filled at the annual meeting, as soon thereafter as may be conveniently scheduled), and shall serve at the pleasure of the Board. Each Officer shall hold office for a term of one (1) year and until his or her resignation, removal, or other disqualification from service, or until his or her respective successor shall be elected. In the interest of continuity, Officers of the Board may succeed themselves up to two times for a total tenure of three years. The Board of Directors shall adopt election rules that assure the Officers include ex officio, faculty, and other Directors.

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Section 3. Subordinate Officers. The Board may elect, and may empower the President to appoint, such other Officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the Board may from time to time determine.

Section 4. Removal and Resignation. Any Officer, except one serving ex-officio, may be removed, either with or without cause by the Board at any time. Any Officer, except one serving ex-officio, may resign at any time by giving written notice to the President or the Secretary of the corporation. An ex-officio Officer may only resign by resigning from his or her Director position. An Officer's resignation shall take effect when received. Acceptance of the resignation shall not be necessary to make it effective.

Section 5. Vacancies. A vacancy in any Office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to the office, provided that vacancies shall be filled as they occur and not on an annual basis.

Section 6. President. The University President or his or her designee is President of the Board of Directors, is responsible for the corporation, and has, subject to the control of the Board, general supervision, direction, and control of the business and Officers of the corporation. The University President may delegate all or a portion of these duties, including presiding at all meetings of the Board, general powers and duties of management usually vested in the office of president and general manager of a corporation, and such other powers and duties as prescribed by the Board.

Section 7. Vice President. In the absence or disability of the President, the Vice President shall perform all the duties of the President and, when so acting, shall have all of the powers of, and be subject to all the restrictions upon, the President.

Section 8. Secretary. In the absence or disability of the President or Vice President, the Secretary shall perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Secretary shall keep or cause to be kept, at the principal office or other place ordered by the Board, a book of minutes of all meetings of the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice given of the meeting, the names of those present at Board and committee meetings, and the proceedings of the meetings. The Secretary shall keep, or cause to be kept, at the principal office in the State of California the original or a copy of the corporation's Articles and Bylaws, as amended to date. The secretary shall give, or cause to be given, notice of all meetings of the Board and any committees of the Board required by these Bylaws or by law to be given, and shall have other powers and perform other duties as prescribed by the Board.

Section 9. Treasurer. The Treasurer is the Chief Financial Officer of the corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation. The books of account shall at all

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times be open to inspection by any Director. The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the corporation with depositories designated by the Board. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board and in accordance with Article X below, shall render to the President and the Directors, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the corporation, and shall have other powers and perform other duties as prescribed by the Board.

## ARTICLE X

### 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 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, employee's or agent's status as such.

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ARTICLE XI  
Annual Budget

Once the Board has determined its estimated annual income, the Board, with the approval of the University President, shall cause to be prepared for Board approval an operating budget (the "Operating Budget") for such fiscal year, which shall include reserves.

ARTICLE XII  
Other Provisions

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.

ARTICLE XIII  
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 total voting membership of the Board of Directors, subject to the approval of the President of Humboldt State University.

SECRETARY'S CERTIFICATE

THIS IS TO CERTIFY that the foregoing Bylaws of the HUMBOLDT STATE UNIVERSITY SPONSORED PROGRAMS FOUNDATION, a California nonprofit public benefit corporation, have been duly amended by the Board of Directors at a meeting held on February 12, 2004.

  
Secretary