



By-Laws

Adopted by the Lassen College Foundation Board on March 9, 2015
As amended on October 10, 2022



ARTICLE I. NAME

The name of the Foundation is Lassen College Foundation, hereinafter called "the Foundation" or "LCF". LCF is a non-profit corporation.

ARTICLE II. OFFICES

The principal office for the transaction of the business of the corporation is hereby fixed and located at Lassen Community College, 478-200 Hwy 193/P.O. Box 3000, Susanville, California 96130.

ARTICLE III. PURPOSE

The primary purpose of the Foundation is to support Lassen College's mission of providing outstanding programs for all those pursuing higher education goals through student scholarships, support, and advocacy. The Foundation makes contributions to the District's educational and community programs by developing, conducting, and financing fund raising programs and projects designed to benefit LCC students. The Foundation is organized and operated exclusively for charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE IV. MEMBERSHIP

The Foundation shall be open to all members of the community. The Board Development Committee shall notify the Board of potential new directors and an election shall be done by secret ballot. New directors shall be elected by a majority vote of the remaining directors and approved by the Lassen Community college Board of Trustees. All Board members shall complete a Board Member Pledge Sheet/Participation Agreement, which outlines board member expectations.

ARTICLE V. BOARD OF DIRECTORS

Section 5.1 Number of Directors

The authorized number of directors shall not be less than five and nor more than twenty-one. Of that number, the balance shall be elected and two shall be ex-officio members. The ex-officio members who shall have full voting privileges shall be a member of the Board of Trustees for Lassen Community College District; and the Superintendent/ President of Lassen Community College.

The number may be changed by amendment of this By-Law, by repeal of this By-law and adoption of a new By-Law as provided in these By-laws, provided however that the number of authorized Board members shall not be reduced if such reduction would cause the removal of any board member prior to the expiration of such board members term of office. There can be no more than (3) current members of the Lassen Community College Board of Trustees.

Section 5.2 Terms of Service of Directors

Directors shall be elected for three-year terms. Each director, including a director elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until the election and qualification of a successor, or until that director's earlier resignation or removal in accordance with these Bylaws. By resolution, the board may arrange for terms to be staggered.



Each ex-officio member shall hold office until the termination of employment in the qualifying position, except for "Mitigating Circumstances" that shall be determined by vote of the directors present at any meeting when new directors are being considered for election.

Section 5.3 Voting Rights

Each director shall be entitled to one vote on the board for the transaction of Foundation business. Ex-officio directors that have the right to offer motions and to vote on any questions that come before the board are the Superintendent/President of Lassen Community College and one member of the Lassen Community College board of Trustees. Additionally, the directors shall have all of the rights afforded under the California Nonprofit Public Benefit Foundation Law.

Section 5.4 Liability

No director shall be personally liable for debts, liabilities or other obligations of the Foundation.

Section 5.5 Insurance

The Foundation or the District shall maintain adequate liability insurance.

Section 5.6 Indemnification

The Foundation or the District shall indemnify the directors, officers and employees for any legal acts performed in the conduct of authorized business on behalf of the Foundation.

Section 5.7 Leave of Absence

A leave of absence may be granted as follows:

- a) A director in good standing may apply to the Board Development Committee for a leave of absence for any reason. The Board Development Committee may grant a director a leave of absence for a period not to exceed one year.

Section 5.8 Director Emeritus

Any director of the Foundation that has served with distinction on the Board more than five years and has been a major contributor is eligible for nomination and election as Director Emeritus of the Board of Directors. A Director Emeritus shall have the privilege of attending all meetings and discussions but shall have no vote.

Section 5.9 Removal

An elected director may be removed at any time, either with or without cause, by an affirmative vote of at least a majority of the Board. A director who misses three consecutive meetings without notification could be deemed to have resigned as a director. If it is deemed that said director has resigned his or her position shall be filled in the same manner as set forth in Article IV.

Section 5.10 Vacancies

Vacancies resulting from death, incapacity, resignation or removal shall be filled in the manner provided in Article IV.

ARTICLE VI. ETHICS AND FIDUCIARY RESPONSIBILITIES

Section 6.1 Powers of Directors



Subject to limitations imposed by law, the Lassen Community College District Policies, the Master Agreement by and between the Lassen Community College District and the Lassen College Foundation, the Articles of Incorporation or these By-Laws, all corporate powers shall be exercised by or under the

Authority of, and the business and affairs of the Foundation shall be controlled by, the Foundation board of directors. Without limiting any such power or authority, but subject to the same limitations, the board shall have the following powers:

- a) To determine the Foundation's objectives and formulate plans designed to meet them;
- b) To establish policies for administering the affairs of the Foundation;
- c) To adopt and control the operation, budget and financial plan of the Foundation and assure the conduct of the financial affairs on a responsible basis in accordance with established policies;
- d) To raise funds on behalf of the Lassen Community College District in accordance with standard fundraising principles'
- e) To accept on behalf of the Foundation any contribution, gift, bequest or devise for the general purposes or any special purpose of the Foundation;
- f) To control, manage and maintain the property of the Foundation, borrow money for corporate purposes, and to cause to be executed and delivered therefore, in corporate name, promissory notes, bonds, debentures, deeds of trust, indebtedness and security therefore – as provided in the Master Agreement between the Lassen College Foundation and the Lassen Community College District;
- g) To sell any property, real, personal or mixed, owned by the Foundation at any time upon such terms as deemed advisable, at public or private sale, for cash or upon credit;
- h) To retain sums received by the Foundation, when in the discretion of the board, such sums cannot be invested advantageously;
- i) To retain all or any part of any securities, or property acquired by the Foundation in whatever manner, and to invest and to reinvest any funds held by the Foundation, according to the judgment of the Board;
- j) To invest funds received by the Foundation in such stocks, bonds, mortgages, loans, secured or unsecured, or other investments as the Board shall deem advisable;
- k) To appoint such committees as it seems necessary and to prescribe powers and duties for them; and
- l) To select, appoint, supervise and remove officers, agents of the Foundation and prescribe powers and duties for them.

Section 6.2 Signatories

The persons authorized to sign checks and/or other negotiable instruments of the Foundation shall include the designated officer(s) of The Foundation, the accountant of record and the Executive Director of the Foundation.

- a) The specific individuals authorized to sign on behalf of the Foundation shall be determined by the Executive Committee and names may be added or deleted from the list of authorized signatories as the committee deems necessary.
- b) All financial accounts of the Foundation shall be established to require the signature of two authorized signatories.
- c) An individual authorized to sign shall not be a signatory on a check or other negotiable instrument of which he or she is the payee or is financially connected with the payee.



Section 6.3 Conflict of Interest and Compensation

A Director shall not act, either by motion, second, deliberation, vote or have influence, on any matter brought before the Foundation through its committees or to the Board of Directors when such matter will, or might, result in a direct or indirect financial gain to such director. No member of the Foundation's board of directors shall be financially interested in any contract or other transaction entered into by the Foundation except through normal employment by the college.

No part of the resources developed or funds raised by the Foundation shall inure to the benefit of, or be distributed to any officer or director by virtue of his or her office or directorate. Members and officers of the Board, except ex-officio members who are employees of the District, shall serve without compensation, but shall be entitled to reimbursement for expenses in accordance with corporate policy. Contracts entered into with Foundation board members that include a bargain purchase shall be approved by the Executive Committee prior to entering into such contract and the action will be reflected in the minutes.

Section 6.4 Contracts, Checks, Deposits and Funds

The following procedures shall be followed with respect to contracts, checks, deposits and funds:

- a) The Board may authorize any officer(s) or agent(s) of the Foundation, in addition to the active and administrative officers so authorized by these By-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation, and such authority may be general or confined to specific instances. Unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the Foundation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.
- b) All checks, drafts or orders for the payment of money shall have two signatures, from among those designated as signatories.
- c) All funds of the Foundation shall be deposited within five business days to the credit of the Foundation in such banks, savings and loans, trust companies or other depositories as the Board may select.

Section 6.5 Financial Audit and Review

The financial books and records of the Foundation shall be audited on an annual basis, and such audited statements shall be reviewed and approved by the Board.

Section 6.6 Inspection of Foundation Records

The accounting books, records and minutes of proceedings of the directors of the Foundation Board and committees of the Foundation shall be open to inspection at any reasonable time for a purpose related to such person's interest as a Foundation director or member of the LCC Board of Trustees. Such inspection may be made in person or by an agent or attorney and shall include the right to make copies of such records.

ARTICLE VII. MEETINGS

Section 7.1 Place of Meetings

Meetings of the Board shall be held at any place within the state that has been designated by the consent of the majority of directors. In the absence of such designation, regular meetings shall be held at Lassen Community College in the Board room unless specified on posted notice. Special meetings of the Board may be held either at a place so designated or at Lassen Community College.



Section 7.2 Regular Meetings

Regular meetings of the Board shall be held monthly on the second Monday of the month. Times for the meetings will be at 5:30 p.m.

Section 7.3 Annual Meeting

The first board meeting of the fiscal year shall be held in July of each year and is designated as the annual meeting of the Foundation and will serve as the principal organizational meeting for the purpose of setting the calendar and the transaction of other business such as the Boards annual plan and budget; which will be submitted to the College President prior to the first meeting.

Section 7.4 Special Meetings

The President of the Board, or one-third of the directors entitled to vote may call special meetings of the Board for any purpose or purposes at any time. Special meetings may be called to order by the Chairman or by three members of the Board.

Section 7.5 Notice of Meetings

Notice of each meeting setting forth the time, date and place of the meeting shall be delivered personally, by telephone, email, by mail, or by other forms of written communication, addressed to each director at the address last shown on the records of the Foundation, at least 72 hours before the time of the meeting with the exception of 7.4. Written Notice of the time and place of a special meeting shall be (a) delivered personally to each director at least twenty-four hours prior to the time of holding such a meeting or (b) mailed to each member not less than seventy-two hours prior to the holding of such a meeting. Notice of meeting shall also be posted in accordance with the Brown Act.

Section 7.5 Waiver of Notice

Whenever any notice is required to be given under the provisions of the California Nonprofit Public Benefit Foundation Law, or under the provisions of the Articles of Incorporation or by these By-laws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Appearance at a meeting by a director shall be deemed to be a waiver of notice.

Section 7.6 Quorum

A simple majority (50% plus one) of the directors entitled to vote shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a simple majority of the directors entitled to vote are present at said meeting, the only motion that the chair shall entertain at such meeting is a motion to adjourn as provided in Section 7.7 of this article. All that is required is a quorum at the beginning of any meeting. The withdrawal from the meeting of directors of the Board at any time after the meeting starts shall not destroy the quorum. The act of a majority of a quorum will be the act of the board.

Section 7.7 Adjournment

A majority of the directors present, whether or not a quorum is present, may adjourn any board of director's meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjournment is held no more than 24 hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.



Section 7.8 Telephone Meetings

Members of the Board may participate in a meeting through the use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Participation in meetings pursuant to this section constitutes presence in such meetings and must follow all Brown Act requirements.

Article 7 Section 7.9 Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Foundation in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Foundation may adopt.

ARTICLE VIII. OFFICERS

Section 8.1 Officers

The officers of the Foundation shall be a President, Vice President, Chief Financial Officer, and such other officers as the Board may elect. All officers shall be selected from the directors of the Board. Each director may hold only one office at any time, excluding the President-elect/Vice President.

Section 8.2 Terms of Office

The term of service of an elected officer shall be two years. A director's term on the board will be extended in order to allow him/her to complete his/her tenure as an officer.

The term of office shall begin on July 1 following the date of election and shall end the second June 30 of the elected officer's term.

Should the President be unable to serve for a full two-year term, he/she may exercise the option of selecting a one-year term.

Section 8.3 Election

The officers of the Foundation shall be nominated by the Board and elected at the Board's meeting in May or at such other time as determined. The Board Development Committee shall nominate prospective officers. The President, at the first regular meeting of each fiscal year, will appoint this committee. Additional nominations may be made from the floor.

Section 8.4 Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled for the remaining term by a nomination and ratification by a majority vote of the directors entitled to vote.

Section 8.5 Removal or Resignation

In the best interest of the Foundation, the Board may remove any officer elected or appointed by the Board from office, with or without cause, at any time by affirmative vote of a majority of the Board. Any officer may resign at any time by giving written notice to the board of Directors or to the President. Any such resignation shall take effect at the date of receipt of notice or at any later date specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the board of Directors relating to the employment of any officer.



Section 8.6 Compensation

The officers of the Foundation shall serve without any compensation but may be reimbursed for reasonable and necessary expenses incurred in the conduct of the corporation's affairs.

Section 8.7 President

The President shall be the Chief Executive Officer of the Foundation and as such shall be responsible for the general supervision, direction and control of the business and affairs of the Foundation. The President shall preside at all meetings of the Board and Executive Committee, and shall serve as primary spokesperson of the Board. The President shall perform all duties incident to the office and such other duties as may be required by law, by the Articles and By-laws, or as may be prescribed by the Board. The President and the Executive Committee shall be responsible for the Foundation's Strategic Plan.

Section 8.8 Vice President

There shall be three Vice Presidents, a Vice President of Donor Relations, a Vice President of Alumni Relations, and a Vice President of Business Leader Relations.

The most senior Vice President shall perform the duties and exercise the powers of the President in the absence or disability of, or the refusal to act by, the President, and shall perform such other duties as may be assigned by the President or the Board of Directors.

Section 8.9 CFO

The CFO shall advise the staff of the Foundation on the maintenance of the accounting records and preparation of the financial statements of the Foundation, as well as on the maintenance of the system of internal accounting controls. The CFO will be responsible to insure that such records are kept and maintained, or caused to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Foundation, including its assets, liabilities, receipts, disbursement, gains, losses, capital and surplus. The CFO shall chair the Finance and Investment Committee.

ARTICLE IX COMMITTEES

Section 9.1 Executive Committee

The Executive Committee shall be comprised of the President, Chief Financial Officer, Executive Director, Superintendent/President/President

The purpose of the Executive Committee is to help the board function efficiently and effectively, and serve as a "sounding board" for the CEO/President and Foundation President.

The committee members' roles and responsibilities are:

- To set board agendas
- Oversee the progress of goals in planning documents
- Handles certain routine business
- Periodically assesses the board committees
- Acts on other matters as delegated by the board.

The Executive Committee shall have such authority as may be prescribed by the board.

Section 9.2 Standing Committees

Standing Committee chairs will be selected in collaboration with the President. A written report outlining the committee effectiveness will be made to the Executive Committee twice a year.



The President shall appoint the following standing committees:

a) Finance and Investment

The Finance and Investment Committee will be comprised of no fewer than two directors of the Board and be chaired by the Chief Financial Officer of the Foundation. The purpose of the Finance and Investment Committee shall be to manage the portfolio, recommend changes to the Foundation spending policy, and review the Foundation Investment Policies and administrative guidelines, oversee the Foundation's budget, and monitor financial reporting.

The committee members' roles and responsibilities are to:

- Oversee the policies and processes concerning investment asset management
- Develop appropriate spending and investment policies for recommendations to the board
- Set goals and objectives, thereby determining asset allocation
- Retain and evaluate external fund managers.

It shall also supervise the Foundation's investment portfolio, including authorization to purchase or sell bonds, stocks, or other securities approved by the Board and to invest income accruing to the Foundation from its investment portfolio, or to deposit such income in interest-bearing accounts in financial institutions approved by the Board, until such time as funds are disbursed through awards, grants or scholarships.

b) Nominations/Board Development Committee

The Nominations/Board Development Committee shall be comprised of not less than three directors of the Board and the Executive Director of the Foundation, whose purpose is to determine the most effective composition of the board and to develop and implement board programs on recruitment, orientation, engagement, assessment and development. The responsibilities of this committee shall include:

- Evaluate composition of the board and develop ideal board profile
- Identify and cultivate board candidates
- Recommend candidates to the Executive Committee and board
- Orient new board members to LCC and the LC Foundation
- Engage new board members in board committees and campus leadership councils.
- Assess individual board member and overall Foundation performance
- Develop programs to strengthen board member participation and engagement.

c) Alumni and Friends Development Committee

There may be an Alumni and Friends Development Committee comprised of not less than two directors of the Board and the Executive Director of the corporation whose responsibility shall be to establish and foster healthy relations among members of the Lassen Community College alumni population and local community. Committee members may also be responsible for special event planning.

d) Strategic Planning Committee

The purpose of the Strategic Planning Committee is to analyze and assess board strategic priorities, develop and establish action plans for board consideration. Assess, monitor and report progress of board strategic plan implementation. The committee membership consists of the Executive Committee and appointed Foundation Directors.



Committee member roles and responsibilities are to:

- Provide guidance and input to develop strategic planning processes and priorities
- Represent the board's diverse constituencies with a focus on serving LCC priorities
- Add value to discussions by offering professional points of view and business expertise
- Contribute to information gathering with expertise and experience
- Offer counsel on the impact of strategic initiatives
- Recommend plans of action for the board to undertake
- Monitor and manage the progress of strategic initiatives of the Board.

Section 9.3 Ad Hoc Committees

a) Appointment and Membership

Ad hoc committees may be constituted through approval of the Board of Directors, Executive Committee, or by Executive Committee member(s) in concurrence with the President. An ad hoc committee is formed for a specific purpose and is granted authority to carry out that purpose. An ad hoc committee shall be advisory only and shall not bind the Foundation Board with respect to any matter nor shall any member of an ad hoc committee who is not a member of the Foundation Board have any right to vote with respect to any action of the Foundation Board.

The chair of the ad hoc committee must be a member of the Board of Directors. The chair will oversee the appointment of members to the ad hoc committee. Ad hoc committees may include individuals who are not members of the Foundation Board of Directors.

b) Committee Authority

None of the ad hoc committees shall be "Committees of the Board," and none shall have the right to exercise the authority of the Board of Directors. The chair shall represent the ad hoc committee in all communications with the Board of Directors and/or the Executive Committee.

c) Discussion of Ad Hoc Committee Action

Any Board member may bring agenda items or committee action items concerning an ad hoc committee to the Board or to the Executive Committee. Instructions to an ad hoc committee resulting from an action by the Board of Directors or Executive Committee shall be binding. It shall be the responsibility of the ad hoc committee chair to enforce such instructions.

d) Term of Ad Hoc Committees

All ad hoc committees, once formed, must be reauthorized annually by a vote of the Board of Directors or the Executive Committee. An ad hoc committee that is not renewed shall be disbanded.

Section 9.4 Vacancies

Vacancies in the membership of any committee shall be filled by the Committee Chair. Members of the aforementioned committees shall serve at the pleasure of the President. A majority of the members of any committee shall constitute a quorum and the act of a majority of the members present at a committee meeting at which a quorum is present shall be the act of the committee.



Section 9.5 Committee Reports

Minutes shall be kept of every meeting of each committee and a report given to the directors at each regular meeting of the Board.

Section 9.6:

Any committee of the Foundation Board shall have the duties and authority set forth when appointing such committee provided that no such committee shall have authority to take action with respect to:

- a) The approval of any action for which California State law requires approval of the Foundation Board.
- b) The fixing of any compensation of the Foundation Board for serving on the Board or any committee thereof.
- c) The amendment or repeal of these By-laws or the adoption of new By-laws.
- d) The amendment or repeal of any resolution of the Foundation Board which by its express terms is not so amenable or repealable.
- e) Any other action for which action by a committee is prohibited by California State law.

ARTICLE X. OTHER PROVISIONS

Section 10.1 Fiscal Year

The fiscal year of the Foundation shall begin on the first day of July and end on the last day of June in each year.

Section 10.2 Inspection of Articles and Bylaws

The Foundation shall keep in its Foundation office the original or a copy of its Articles of Incorporation and of these Bylaws as amended to date, which shall be open to inspection at all times.

Section 10.3 Construction and Definitions

Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the general provisions of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws.

Section 10.4 Amendment

These Bylaws may be amended or repealed and new Bylaws may be adopted at any meeting of the Foundation Board at which a quorum is present by two-thirds vote of those present, if at least ten days written notice is given of intention to alter, amend or repeal, or to adopt new Bylaws at such meeting. If the notice of such meeting did not include a statement regarding the proposed amendment, these Bylaws may be amended at any meeting of the Foundation Board if 1) all members of the Foundation Board are present at such meeting, or 2) those members of the Foundation Board are not present at such a meeting waive notice and consent to such amendment. These Bylaws, and any amendments to the Bylaws, shall be forwarded to the Board of Trustees of the District as an information item.

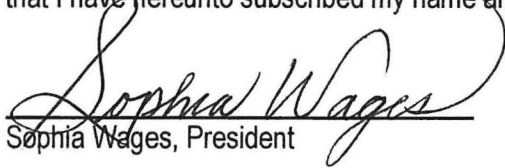
Section 10.5 Dissolution

The Foundation shall use its funds only to accomplish the objectives and purposes specified in the Articles of Incorporation, the Policies and Procedures, the Master Agreement and these Bylaws. No part of said funds shall inure, or be distributed to, the members of the Foundation or any private person. Upon dissolution of the Foundation, any funds then remaining shall be distributed subject to provisions within the Master Agreement.



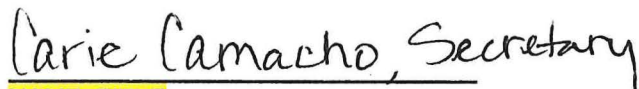
IN WITNESS WHEREOF:

I, the undersigned, President of the Lassen College Foundation, a Foundation organized and existing under the laws of the State of California, do hereby certify that the foregoing Bylaws, consisting of ten articles, were duly adopted as the amended Bylaws of **said Foundation on the 10th day of October 2022** And further, that I have hereunto subscribed my name and affixed the seal of said Foundation.


Sophia Wages, President

ATTESTATION:

I, the undersigned, Secretary of the Lassen College Foundation, do attest that the foregoing Bylaws were properly signed in my presence and is a true copy of the document.


NAME, TITLE