

BY-LAWS
of
PALOMAR COLLEGE FOUNDATION

ARTICLE I
NAME

Name. The name of the corporation shall be Palomar College Foundation (“Foundation”).

ARTICLE II
OBJECTIVES AND LIMITATIONS

Section 1. Mission statement. To assure equal access to success for all Palomar College students by inspiring individual, business, and foundation philanthropic support that helps remove financial barriers and provides essential educational resources. In addition to direct student support, the Foundation’s mission includes support of college and faculty initiatives that enhance the educational experience of Palomar College students.

Section 2. Limitations. Foundation shall, in its activities, observe all local ordinances and state and federal laws as related to organizations formed pursuant to Section 501(c)(3) of the United States Internal Revenue Code.

Section 3. Nondiscrimination. Foundation shall not discriminate against any person because of sex, race, age, color, religion, ancestry, national origin or physical disability.

Section 4. Corporate powers. To the extent provided in the Articles of Incorporation and these By-laws, the power of the Foundation shall be vested in a Board of Directors (“Board”).

ARTICLE III
BOARD OF DIRECTORS

Section 1. Number. The Board shall not exceed 19 (nineteen) members.

Section 2. Eligibility. Directors must be interested in Palomar College and willing to contribute time and talent to the administration of the Foundation. Employees of Palomar College and Board of Governors shall not be eligible for election.

Section 3. Election. Board members shall be elected pursuant to the procedure outlined in Article VIII.

Section 4. Authority. Full control of Foundation business shall be vested in the Board unless Board grants authority to another entity.

Section 5. Duties. Each Director shall represent the Foundation and

- a. serve on a minimum of one committee
- b. participate and encourage philanthropic support from other individuals, businesses and foundations

Section 6. Term of Office. Board members serve a three year term. A term begins in the calendar year when approved by Board and terminates at the end of the third calendar year.

Section 7. Re-election. A Board member may serve consecutive terms if nominated and elected.

Section 8. Extension of Term. A board member's term shall be extended to complete services as an officer.

Section 9. Compensation. Directors shall serve without compensation.

Section 10. Termination.

- a. If Board member fails to attend three regular meetings of Board during the calendar year, Chair shall within five (5) days after the third absence inform Director in writing of such failure and seek an explanation immediately in writing to be presented at the next scheduled Board meeting for further action up to and including removal from the Board.
- b. Any Board member making false, vicious or malicious statements about the Foundation or its products or services; or failure to participate within the constraints of the Palomar College Foundation Code of Ethics Policy may be removed immediately at the discretion of the Executive Committee or the Board.

Section 11. Resignation. Any Director may resign effective upon written notice to the Board Chair. Such resignation will be effective immediately when received unless the notice specifies an exact date.

**ARTICLE IV
OFFICERS**

Section 1. Officers. The officers of the Foundation shall be a Chair, Vice Chair, Immediate Past Chair, Secretary, and Treasurer. These officers shall be elected by the Board from its own number.

Section 2. Election of Officers. Chair shall notify Board to be present at Annual Meeting for the purpose of electing officers for the following year. Board may submit officer nominations to the Chair in writing prior to the date of the Annual Meeting. A simple majority election shall be conducted.

Section 3. Term of Office. The elected officers shall serve a two-year term.

Section 4. Vacancies. Should any officer leave his or her position for any reason, a replacement shall be appointed by the Chair for the remainder of the unexpired term of office. If the Chair should leave his or her position for any reason, the Vice-Chair shall assume the duties of the Chair for the remainder of the unexpired term of office. The Board will be notified within five (5) business day in writing of any such changes.

Section 5. Termination. If any Officer fails to attend three regular meetings of Executive Committee during calendar year, Chair shall inform that Officer in writing of such failure and request an explanation in writing immediately for action up to and including removal from Officer role.

**ARTICLE V
DUTIES OF OFFICERS**

Section 1. Chair. Shall give active direction and oversee control of the business and affairs of the Foundation. The Chair presides over Board meetings and is responsible for maintaining agenda integrity and keeping meetings focused.

Section 2. Vice-Chair. Shall assume the duties of the Chair when Chair is unavailable.

Section 3. Secretary. Shall keep, or cause to be kept, Board minutes and corporate records. Secretary shall see that all notices are duly given in accordance with the provisions of these By-laws.

Section 4. Treasurer. Shall be responsible for overseeing the management and reporting of the Foundations finances.

Section 5. Immediate Past Chair. Shall serve as Foundation representative and assist the Chair.

Section 6. Compensation. The officers shall serve without compensation.

ARTICLE VI MEETINGS

Section 1. Regular meetings. Board shall hold a minimum of four (4) regular meetings during the calendar year at a designated place and time in addition to an Annual Meeting. The Executive Director of the Foundation and guests invited by the Board may attend Board meetings. At the option of the Board, the Executive Director and guests may attend closed session meetings.

Section 2. Annual Meeting. The Annual Meeting shall take place in the last quarter of the calendar year for the purpose of electing and installing officers, electing or re-electing Board members, and conducting any other Foundation business.

Section 3. Special Meetings. Only Board Chair or Vice Chair may call special meetings. Special meetings shall be in closed session unless otherwise noted on the agenda.

Section 4. Notifications. All meetings shall be noticed at least one week in advance via written notification, which may include but not limited to e-mail, fax, USPS or similar mail delivery service, text, or personally delivered.

Section 5. Quorum. The majority of all eligible voting members of the Board shall constitute a quorum to officially open a meeting. Chair shall announce at the beginning of each meeting if there is a legal quorum present.

Section 6. Call in. Directors may call-in to meetings if unable to attend in person. Advance notice of the intent to call-in to a meeting should be given to the Chair.

Section 7. Voting. Each member shall be entitled to one vote on issues before the Foundation. Absentee or proxy voting shall not be permitted. Majority of votes cast will prevail.

Section 8. Minutes. All meetings shall have recorded minutes on file.

ARTICLE VII COMMITTEES

Section 1. Committees. The Foundation may have the following committees, or others as organized by the Board: Executive; Finance & Investment; Fund Development; Nominating & Board Development, Grant Review and Audit. Board Chair shall appoint chairs of all committees except Executive Committee. Committee Chairs shall serve a one-year term in which Board approves unless reappointment by Board. Committee Chairs are responsible for scheduling meetings, agenda preparation and conduct under the By-

laws. Committee meetings shall be limited to committee members and invited guests. All committee meetings shall have recorded minutes on file.

Section 2. Executive Committee. Voting members are Chair, Vice Chair, Immediate Past Chair, Secretary, and Treasurer plus additional member(s) appointed by the Chair if appropriate. Members shall serve on the Executive Committee for a two-year term.

- a. **Responsibility.** Shall serve as a motivating force for activity of the Foundation. The Executive Committee may meet between regularly scheduled meetings of the Board and act on its behalf.
- b. **Meetings.** Shall hold regular meetings at a designated place and time. Special meetings may be called by any member. Executive Director of the Foundation may attend Executive Committee meetings. At the option of the Board, the Executive Director may attend closed session meetings.
- c. **Quorum.** The majority of all eligible voting members shall constitute a quorum to official open a meeting. Chair shall announce at the beginning of each meeting if there is a legal quorum present.

Section 3. Finance & Investment Committee. Shall consist of the Treasurer, Chair, Vice Chair, Immediate Past Chair, Secretary and one (1) additional member appointed by the Committee Chair. The fiscal year of the Foundation shall be January 1- December 31.

The committee shall:

- a. Review the financial statements to advise the Board on investment, expenditure or acquisition of funds.
- b. Arrange for an annual outside audit of the financial status and appoint an Audit Committee.
- c. Present a proposed operating budget to Board for review at or before the Annual Meeting. Final budget shall be presented for approval to Board no later than the first meeting of the calendar year. Upon final approval, budget shall become the working budget of the Foundation. The Committee shall check the operational budget on a quarterly basis at a minimum to allow for re-adjustments to be submitted to the Board for approval.
- d. No later than 120 days after the close of the fiscal year, the Finance & Investment Committee shall arrange for an annual outside audit of the financial status.

Section 4. Fund Development. Shall consist of a minimum of two (2) board members appointed by the Chair. The committee shall recommend and update the Board on all planned activities related to fundraising and giving to the Foundation.

Section 5. Nominating & Board Development. Shall consist of at least two (2) board members appointed by the Chair. The committee shall present a slate of officers at the Annual Meeting to be voted on. The committee will also screen all potential board candidates and qualified candidates will be presented for election to the Board a regularly scheduled meeting. Additional board development activities may be conducted as approved by the Chair or the Board.

Section 6. Grant Review. Shall consist of at least two (2) board members appointed by the Chair. The committee will review and make recommendations on grant funding of proposed college projects. Final decision for all funding will be made by the Board.

Section 7. Audit. Shall consist of at least two (2) board members appointed by the Finance & Investment Committee. The committee shall oversee the annual outside audit of the financial status of the Foundation.

**ARTICLE VIII
ELECTION OF DIRECTORS**

Election of Directors. Members of the Nominating & Board Development Committee shall identify potential new Board members and shall screen all potential candidates through an application and interview process. All nominees must acknowledge acceptance to serve. Approved and qualified candidates will be presented for election to the Board at the next regularly scheduled meeting. The Board shall vote on the candidates. Term for new Directors begins immediately following the Board approval.

**ARTICLE IX
AUXILIARY ORGANIZATIONS**

Auxiliary Organizations. A Foundation auxiliary group is an organized body of volunteers working exclusively for the benefit of Palomar College through its association with the college's Foundation. Official auxiliary organizations must have board approval and follow good organizational practices in order to maintain good standing with the Foundation. Auxiliary group's funds are held in the Foundation. Auxiliary organizations may include, but are not limited to: Alumni Association, Retiree's Association (PACRA), Lake San Marcos Friends of Palomar College, Friends of the Edwin and Frances Hunter Arboretum at Palomar College, Friends of the Planetarium, President's Associates and Fallbrook Friends of Palomar College.

**ARTICLE X
INSURANCE**

Directors and Officers Insurance. Foundation shall provide Insurance at no cost to Directors and Officers.

**ARTICLE XI
PARLIAMENTARY AUTHORITY**

Parliamentary Authority. The conduct of all meetings of Board, Executive Committee and other Committees shall follow the general intent of Robert's Rules of Order Newly Revised.

**ARTICLE XII
AMENDMENT OF BY-LAWS**

Amendment of By-laws. By-laws may be adopted, amended or replaced in whole or in part at a meeting of the Board upon a majority vote provided that the notice of the meeting sets forth the proposed specific action to be taken and is sent at least one week in advance of the meeting.

By-law Amendment Dates:

January 1, 1997

August 28, 2006

November 19, 2009

April 23, 2018

December 17, 2019