

**Board Meeting Addendum
Thursday, February 21, 2019**

Revised 2/21/19

Page: 44
Agenda Item: 11.1 Approval of Curriculum – CHC
Description: Amend to remove Course ID: READ/N 980

Page: 56
Agenda Item: 11.4 Approval of Non-Instructional Pay for Academic Employees
Description: Amend to remove Heather Barger, Strong Workforce

Page: 78-80
Agenda Item: 11.9 Approval of Classified Job Description
Description: Amend to remove Development Coordinator job description

Page: 226
Agenda Item: 11.35 – Approval of Conference Attendance
Description: Amend to remove conference attendance for Diana Rodriguez at Hispanic Association of Colleges and Universities (HACU) National Capitol Forum 03/31/19 - 04/03/19.

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Agenda Item: 11.35 – Approval of Conference Attendance
Description: Amend to correct conference name, attendee, and funding source as reflected below.

Site: SBVC

Department: ~~President's Office~~ Instruction Office

Conference Name: ACCJC
2019 Partners in Excellence Conference

Travel Dates: 04/29/19 - 05/03/19

City, State: Burlingame, CA

Estimated Cost Per Person: \$2558.94

Funding Source: ~~President's Office-General~~

Funds: VPI General Funds

Name: ~~Diana-Rodriguez~~ Dina Humble

Purpose: Will explore the challenges educators face as they ponder "what the future holds"; featuring multiple break-out sessions for members to weigh in on what they are doing to keep higher education responsive, effective and relevant. Dina Humble ~~President-Rodriguez~~ will represent SBVC and the unique challenges from the perspective of a community college within the Inland Empire.

Pages: 233-260

Agenda Item: 12.1 Approval to Accept the Inland Future Foundation's Master Agreement, Articles of Incorporation, and Bylaws for First Reading

Description: Amend to replace Master Agreement, Articles of Incorporation, and Bylaws as attached.

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Agenda Item: 12.2 – Approval to Accept the Prioritized Board Directives for the 2019-2020 General Fund Budget

Description: Amend to approve for final reading.

SAN BERNARDINO COMMUNITY COLLEGE DISTRICT

TO: Board of Trustees

FROM: Foundations Ad Hoc Committee

REVIEWED BY: Bruce Baron, Chancellor

PREPARED BY: Ashley Gaines, Executive Director EDCT Foundation

DATE: February 21, 2019

SUBJECT: Consideration of Approval to Accept the Unified Foundation Documents (Inland Futures Foundation) for First Reading

RECOMMENDATION

It is recommended that the Board of Trustees accept the unified foundation documents (Inland Futures Foundation) for first reading.

SBCCD Master Agreement with Inland Future Foundation
Inland Futures Foundation Amended and Restated Articles of Incorporation
Inland Futures Foundation Amended and Restated Bylaw

OVERVIEW

The action taken is necessary to reflect a broader purpose and a new name for the unified auxiliary foundation.

ANALYSIS

On April 12, 2018, the Board of Trustees granted approval of the transition to one unified auxiliary foundation for the District. The Foundation Board approved the District's Master Agreement with EDCT Foundation, Amended Articles of Incorporation, and Bylaws January 3, 2019.

INSTITUTIONAL VALUES

III. Resource Management for Efficiency, Effectiveness, and Excellence

FINANCIAL IMPLICATIONS

To be determined.

Master Agreement
for Inland Futures Foundation of the San Bernardino
Community College District

1. Parties. This Master Agreement (“Agreement”) is between the San Bernardino Community College District (“District”), through its Board of Trustees, on the one hand, and the Inland Futures Foundation of the San Bernardino Community College District, formerly known as the Economic Development and Corporate Training Foundation (the “Foundation”), through its Board of Directors, on the other hand. The District and the Foundation are referred to herein as “Party” and collectively as “Parties.”

2. Legal Authority. This Agreement is made pursuant to Section 59257 of Title 5 of the California Code of Regulations and Section 72670 of the Education Code.

3. Term. This Agreement will commence on _____, 2019, and will terminate on _____, 20__, unless extended by mutual consent of the Parties. The Foundation agrees to maintain its existence throughout the term of this Agreement.

4. Prior Agreements. This Agreement replaces and supersedes any prior agreements between the District and the Foundation.

5. District’s Recognition of the Foundation. By approving this Agreement, the District’s Board of Trustees hereby affirms its recognition of the Foundation as an “auxiliary organization” within the meaning of Section 72670(e) of the Education Code.

6. Functions and Purpose of the Foundation. The Parties agree and understand that the functions and specific purpose of the Foundation is to provide resource development to support the mission of the San Bernardino Community College District and its programs, initiatives, colleges, and entities. The Parties further agree and understand the functions undertaken by the Foundation are more effectively and efficiently performed by the Foundation than by the District under usual District procedures, pursuant to Section 59257(j)(2) of Title 5 of the California Code of Regulations.

7. Acceptance of Gifts. The Foundation may not accept any grant, contract, bequest, trust, or gift unless it is so conditioned that it may be used only for purposes consistent with this Agreement, and regulations and law.

8. Legal Compliance. The Foundation agrees to operate in compliance with provisions of law pertaining to auxiliary organizations of community college districts, Sections 72670 et. seq. of the Education Code and Sections 59255 et. seq. of Title 5 of the California Code of Regulations.

9. Board of Directors. The Foundation shall have a Board of Directors composed of not less than five (5) but no more than twenty five (25) directors, five of whom shall be District employees. The Foundation’s Board of Directors shall hold at least one business meeting every quarter, pursuant to Section 72674 of the Education Code. The Foundation Board of Directors shall have the benefit of the advice and counsel of at least one attorney admitted to practice law in California, and at least one licensed certified public accountant. Neither the attorney nor the certified public accountant need be members of the Foundation’s Board of Directors. The Foundation’s Board of Directors, and all standing

committees/commissions of the Foundation, shall be subject to the Ralph M. Brown Act, Sections 54950 et. seq. of the Government Code. Minutes shall be kept of all meetings.

10. **Public Records.** The Parties understand that the Foundation is subject to the Richard McKee Transparency Act of 2011, Sections 72690 et. seq. of the Education Code.

11. **Audit.** The Foundation shall select a certified public accountant and contract for an annual audit performed by the certified public accountant, pursuant to Section 72672(a) of the Education Code. The Foundation shall submit the audit report to the District's Board of Trustees and to the State Chancellor's Office. The Foundation shall annually publish an audited statement of its financial condition which shall be disseminated as widely as feasible and be available to any person on request. Distribution of the published audited statement of the Foundation's financial condition at a regularly scheduled meeting of the District Board of Trustees shall be deemed compliance with this requirement. Also, the District Board of Trustees shall insure that an annual audit is conducted on the Foundation, and that the audit report is submitted to the State Chancellor's Office, pursuant to Section 72672(a) of the Education Code and Section 59265(a) of Title 5 of the California Code of Regulations. The Foundation may rely on the audit contracted for by the District, with the cost of auditing the Foundation to be paid for by the Foundation.

12. **Report to Board of Trustees.** In addition to the audit report required by Section 11 of this Agreement, the Foundation shall provide to the District Board of Trustees an quarterly report detailing the Foundation's activities.

13. **Foundation Expenditures.** The Foundation's Board of Directors, at a duly noticed meeting, shall approve or ratify all expenditures of the Foundation. The District Chancellor or his designee, reporting to the District Board of Trustees, shall be responsible for ascertaining that all expenditures are in accordance with this Agreement and regulations, for the propriety of Foundation expenditures, and for the integrity of the Foundation's financial reporting, pursuant to Section 72672(b) of the Education Code.

14. **Employees.** The Foundation may hire its own employees in compliance with Section 72672(c) of the Education Code and college policies and procedures. If District employees provide services to the Foundation, on either a full- time or part-time basis, then, pursuant to Section 59257(j)(6) of Title 5 of the California Code of Regulations, the Foundation shall reimburse the District in full for the District's personnel costs. No more than fifty percent (50%) of the Foundation's reimbursement to the District may be made in the form of non-monetary benefits that the Foundation provides to the District; such non-monetary benefits shall be assigned a good-faith reimbursement value by the District. The Foundation may provide monetary benefits to the District either directly, or indirectly. Non-monetary benefits that the Foundation provides to the District may include intangible benefits such as developing goodwill towards the District or increased community awareness of District programs. During the term of this Agreement, District employees will provide services to the Foundation as set forth in Appendix "A" to this Agreement which may be modified by the Parties from time-to-time.

15. **Recordkeeping.** The Foundation shall be responsible for maintaining adequate records as defined in, and as may be updated by, the auxiliary organization's manual.

16. Transfer of District Funds. Pursuant to Section 59257(i) of Title 5 of the California Code of Regulations, the District shall not transfer any of its funds or resources, other than funds or resources derived from gifts or bequests, to the Foundation, when the purpose of such transfer is either to avoid laws or regulations which constrain community college districts or to provide the District with an unfair advantage with respect to the application of any state funding mechanism. However, the District, at its sole discretion, may transfer to the Foundation, funds determined to be necessary to meet the operational expenditures of the Foundation based on a budget that has been approved by the District Board of Trustees.

17. Foundation's Use of District Facilities. The District hereby grants to the Foundation permission to use the District facilities ("Facilities") set forth in Appendix "B" to this Agreement for the purpose of conducting business of the Foundation. Pursuant to Section 59257(j)(5) of Title 5 of the California Code of Regulations, and in consideration of the value that the Foundation provides to the District, the Foundation shall pay to the District in alignment with other private and auxiliary foundations that serve the District, payable on an annual basis, for use of these Facilities and to cover operating expenses. The Foundation shall have the right to place and attach fixtures, signs, and equipment at these Facilities, as authorized in writing by the District Chancellor or his designee. Such fixtures, signs, and equipment shall be and remain the property of the Foundation and shall be removed by the Foundation upon termination or expiration of this Agreement. The Foundation shall be liable for any costs incurred by the District in returning the Facilities to its original condition, upon termination or expiration of this Agreement. The District, and its agents and employees, have a right to enter these Facilities at any time. The District reserves the right to terminate the Foundation's use of the Facilities, or any portion thereof, if needed for another District purpose.

18. Indirect Costs and Operating Expenses. Pursuant to Sections 59257(j)(7) and 59257(j)(8) of Title 5 of the California Code of Regulations, the Foundation shall be liable for all indirect costs relating to federally-sponsored programs that it administers, and for maintenance and payment of the Foundation's operating expenses, unless otherwise agreed to by the District Board of Trustees.

19. Foundation Policies. The Foundation Board of Directors shall ensure that the Foundation has adopted policies pertaining to ethics, conflicts of interest, roles of directors, committees, mission statement, gift-acceptance, and whistle-blowing. The Foundation shall review these policies, and shall submit these policies for approval to the District Board of Trustees, on a biannual basis.

20. Foundation Bylaws and Articles of Incorporation. At least on a biannual basis, the Foundation Board of Directors shall review its Bylaws and Articles of Incorporation to ensure compliance with law, District policies and regulations, and this Agreement. Any amendments or revisions to the Bylaws or Articles of Incorporation shall be reported to the District Board of Trustees.

21. Contracts. The Foundation shall not enter into any contract that would obligate use of District funds or facilities without prior written approval of the District Board of Trustees.

22. Real Property. The Foundation shall not accept any gift or bequest of real property without the prior approval of the District Board of Trustees.

23. Conflict of Interest Prohibited.

(a) Pursuant to Section 72677 of the Education Code, no member of the Foundation's Board of Directors shall be financially interested in any contract or other transaction entered into by the Board of Directors, except as provided in Section 72678 of the Education Code. Specifically, such contract is permissible under Section 72678 of the Education Code if the fact of such financial interest is disclosed or known to the Board of Directors and noted in the minutes; the Board of Directors thereafter authorizes, approves, or ratifies the contract or transaction in good faith without counting the vote or votes of such financially interested member or members; and the contract or transaction is just and reasonable.

(b) Nevertheless, pursuant to Section 72679 of the Education Code, no contract or transaction shall be permitted if any of the following conditions exist: (i) the contract or transaction is between the Foundation and a member of the Foundation Board of Directors; (ii) the contract or transaction is between the Foundation and a partnership or unincorporated association of which any member of the Foundation Board of Directors is a partner or in which he or she is the owner or holder, directly or indirectly, of a proprietorship interest; (iii) the contract or transaction is between the Foundation and a corporation in which any member of the Foundation Board of Directors is the owner or holder, directly or indirectly, of five percent or more of the outstanding common stock; or (iv) a member of the Foundation Board of Directors is interested in a contract or transaction, and without first disclosing such interest to the Foundation Board of Directors 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.

(c) Additionally, pursuant to Section 72680 of the Education Code, no member of the Foundation Board of Directors may utilize any information, not a matter of public record, which is received by the person by reason of his or her membership on the Board for personal pecuniary gain, regardless of whether he or she is or is not a member of the Board at the time such gain is realized.

24. Insurance. For its day-to-day activities, the Foundation shall be included within the District's insurance policies as an in-kind line item. When special events are sponsored by the Foundation, separate insurance coverage may be required by the District and will be payable by the Foundation.

25. Indemnification. The Foundation agrees to indemnify, defend, and hold harmless the District, and its trustees, employees, agents, and students, from and against any loss, damage, or liability that may be suffered or incurred by the District, caused by, arising out of, or in any way connected with the Foundation's activities or use of the Facilities, except to the extent caused by the negligence or other wrongdoing of the District. The District agrees to indemnify, defend, and hold harmless the Foundation, and its directors, employees, and agents, from and against any loss, damage, or liability that may be suffered or incurred by the Foundation, caused by, arising out of, or in any way connected with the District's activities or

use of the Facilities, except to the extent caused by the negligence or other wrongdoing of the Foundation.

26. Good-Standing. The District shall maintain a list of auxiliary organizations in good-standing, and after periodic review by the District of the Foundation's compliance with this Agreement and with law, the District shall include the Foundation on this list. Under Section 59263 of Title 5 of the California Code of Regulations, when the District Chancellor or his designee has reason to believe that the Foundation should be removed from this list, he or she shall give the Foundation Board of Directors reasonable notice that a conference will be held to determine whether grounds for removal do in fact exist, and representatives of the Foundation Board of Directors shall be entitled to be present at such conference and to be heard. Based upon this conference, the District Chancellor or his designee shall recommend to the District Board of Trustees whether the Foundation should be removed from the list. The District Board of Trustees, in its sole discretion, may remove the Foundation from the list, and may make such other provisions consistent with law as may be appropriate with respect to the Foundation. The District shall forward a copy of the current list to the State Chancellor's Office.

27. Non-Assignability. The Foundation may not assign this Agreement, in whole or in part, without the written consent of the District, with the granting of such consent at the District's sole discretion.

28. Amendment. This Agreement may be amended only by a writing approved by the Foundation Board of Directors and the District Board of Trustees. The District shall forward a copy of this Agreement, and of any amendment to this Agreement, to the State Chancellor's Office.

29. Severability. This Agreement shall be considered severable such that if any provision or part of the Agreement is ever held invalid under any law or ruling, all other provisions or parts shall remain in full force and effect.

Date: _____, 2019

President, District Board of Trustees

Date: _____, 2019

President, Foundation Board of Directors

Appendix "A"

District Employees Working For Foundation

<u>Employee Name</u>	<u>Position</u>	<u>% Time Working for Foundation</u>
_____	_____ of Foundation	___%
_____	_____ of Foundation	___%

Appendix "B"

District Facilities Utilized by Foundation

1. Foundation Office, Suite 101, Donald F. Averill Applied Technology Training Center, 114 South Del Rosa, San Bernardino, CA 92408
2. Foundation Board Meeting Room, Conference Room, Donald F. Averill Applied Technology Training Center, 114 South Del Rosa, San Bernardino, CA 92408

RESTATED ARTICLES OF INCORPORATION

The undersigned certify that:

1. They are the Chair of the Board and Secretary, respectively, of the Economic Development and Corporate Training Foundation, a California nonprofit public benefit corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

I.

The name of this corporation is INLAND FUTURES FOUNDATION OF THE SAN BERNARDINO COMMUNITY COLLEGE DISTRICT.

II.

A. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law exclusively for public and charitable purposes within the meaning of Internal Revenue Code Section 501(c)(3) or the corresponding provision of any future federal tax code.

B. This corporation is created to support the San Bernardino Community College District (the "District") as a recognized "auxiliary organization" of the District as provided in Sections 72670 through 72682 of the *Education Code*, as such law may be amended from time to time. If the District's Governing Board takes official action to revoke this corporation's authorization as an auxiliary organization of the District, then this corporation's Board of Directors shall expeditiously dissolve and wind up this corporation's operations. This corporation shall operate in compliance with District policy and procedures, and with provisions of law pertaining to auxiliary organizations of community college districts, Sections 72670 *et seq.* of the *Education Code* and Sections 59255 *et seq.* of Title 5 of the *California Code of Regulations*, as such policies, statutes, and regulations may be amended from time-to-time.

C. The specific purpose of this corporation is to support the mission of the District and its programs, initiatives, colleges, and entities.

III.

A. This corporation is organized and operated exclusively for public and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

B. No substantial part of the activities of this corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue Code or the corresponding section of any future federal tax code, and this corporation shall not participate in or intervene in any political campaign (including the

publishing or distribution of statements) on behalf of or in opposition to any candidate for public office.

C. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on: (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future tax code.

IV.

A. The property of this corporation is irrevocably dedicated to public and charitable purposes and no part of the net earnings or assets of this corporation shall inure to the benefit of (or be distributable to) any director or officer of this corporation or other private person, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its charitable purposes.

B. Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to the District for public and charitable purposes. In the alternative, the District's Governing Board may designate a District nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, to receive such assets. In the event that the District does not accept any asset of this corporation on dissolution or designate a recipient, then any such asset shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by this corporation's Board of Directors.

4. This corporation has no members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: ____, 2019

_____, Chair of the Board

_____, Secretary

**AMENDED AND RESTATED BYLAWS
OF
INLAND FUTURES FOUNDATION OF THE SAN BERNARDINO COMMUNITY
COLLEGE DISTRICT
A California Nonprofit Public Benefit Corporation**

**BYLAWS
OF
INLAND FUTURES FOUNDATION OF THE SAN BERNARDINO COMMUNITY
COLLEGE DISTRICT
A California Nonprofit Public Benefit Corporation**

ARTICLE 1. NAME AND OFFICES.

1.01. Name. The name of this corporation, formerly known as the Economic Development and Corporate Training Foundation, shall be Inland Futures Foundation of the San Bernardino Community College District (hereinafter the “Corporation” or the “Foundation”).

1.02. Principal Office. The principal office of the Corporation shall be initially located at 1601 E. Third Street, Suite 102, San Bernardino, California 92408.

1.03. Other Offices. Branch or subordinate offices may be established by the Board of Directors at any time and at any place or places.

ARTICLE 2. OBJECTIVES AND PURPOSES.

2.01. Auxiliary Organization/General Purpose. The Corporation has been formed under the California Nonprofit Public Benefit Corporation Law for public and charitable purposes and to support the San Bernardino Community College District (“**District**”) as a recognized “auxiliary organization” of the District as provided in Sections 72670 through 72682 of the *Education Code*, as such law may be amended from time to time. This Corporation shall operate in compliance with District Board Policy and Administrative Procedures, and with provisions of law pertaining to auxiliary organizations of community college districts, Sections 72670 *et. seq.* of the *Education Code*, and Sections 59255 *et. seq.* of Title 5 of the *California Code of Regulations*, as such policies, procedures, statutes, and regulations may be amended from time-to-time.

2.02. Specific Purpose. This Corporation is not organized for the private gain of any person. Within the context of the general purpose stated above, this Corporation is organized and at all times hereafter shall be operated exclusively for the benefit of the District in order to further the District’s mission to benefit the diverse communities it serves, to advance the District’s initiatives throughout the region by engaging in meaningful partnerships that elevate educational opportunities, to fundraise and develop resources in order to support the District in providing broader educational opportunities and establish goodwill, to serve donors by accepting and administering funds as they may direct and in accordance with the purposes of the Corporation, and to apply for grants to further the District’s mission including, but not limited to, developing resources for economic development, media, and educational strategic initiatives.

2.03. Limitations. No substantial part of the activities of the Corporation shall consist of lobbying or propaganda or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue Code of 1986, and the Corporation shall not participate or intervene (including publishing or distributing statements) in any political campaign on behalf of (or in opposition to) any candidate for public office. The Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the public and charitable purposes described in its Articles of Incorporation.

ARTICLE 3. MEMBERS.

3.01. The Corporation shall have no “members” as that term is defined by *Corporations Code* Section 5056 and shall be governed solely by its Board of Directors in accordance with these Bylaws. Pursuant to Section 5310 of the *Corporations Code*, any action which would otherwise require approval by a majority of all such members, shall instead require the approval by a majority of the Board of Directors.

ARTICLE 4. DIRECTORS.

4.01. Powers. Subject to the limitations stated in the Articles of Incorporation, these Bylaws and the Nonprofit Corporation Law, and subject to the duties of directors as prescribed by the Nonprofit Corporation Law, all corporate powers shall be exercised by or under the direction of, and the business and affairs of the Corporation shall be managed by, the Board of Directors. The individual directors shall act only as members of the Board of Directors, and individually shall have no power to act alone. As an auxiliary organization of the District, the Corporation shall comply with the Board Policies and Administrative Procedures of the District.

4.02. Number of Directors. The Corporation shall have a Board of Directors composed of not less than five (5) but no more than twenty five (25) directors. Directors are collectively to be known as the Board of Directors. The authorized board members shall include five ex officio directors, who shall be the Chancellor of the District, the Executive Vice Chancellor of the District, the Vice Chancellor of the District, the General Manager of KVCR, and the District's Executive Director of EDCT. The remainder of the members of the Board of Directors shall be elected by the current sitting Board of Directors.

4.03. Selection, Tenure of Office, and Vacancies. Each non-ex officio director shall hold office for a term of three years and until his or her successor is elected and qualified. The affirmative vote of a majority of a quorum of the Board of Directors shall be necessary to elect a new director who is not an ex officio director.

4.04. Vacancies. Vacancies in the Board of Directors occurring other than by expiration of term shall be filled by the remaining directors in the same manner as the election of directors is made at expiration of the term of a director. Such vacancies may be filled at any regular meeting of the Board of Directors or at any special meeting called for that purpose and a director elected shall hold office for the unexpired term of

the director whom he or she succeeds. Any non-ex officio director may be removed from office without cause by a majority vote of the total number of voting Foundation Directors then in office.

4.05. Chair and Vice-Chair of the Board of Directors. The Board of Directors shall annually elect a Chair and Vice-Chair from among the directors. The Chair of the Board of Directors shall, if present, preside at all meetings of the Board of Directors and exercise and perform such other powers and duties as may be, from time-to-time, assigned to the Chair of the Board of Directors or prescribed by these Bylaws. The Vice-Chair shall preside at any meeting of the Board of Directors in the absence of the Chair. The Corporation's Secretary (section 7.08) shall be responsible for keeping minutes.

4.06. Compensation. Directors shall serve without compensation, but may be reimbursed for the cost of travel to conferences or other Corporation-related activities subject to the Board Policies and Administrative Procedures of the District.

4.07. Restriction on Interested Directors. Not more than forty-nine percent of the persons serving on the Board at any time may be interested persons. An interested person is: (a) any person compensated by the Corporation for services rendered to it other than those performed as a Director within the previous twelve months, whether as a full-time or part-time employee, independent contractor, or otherwise; (b) any shareholder, employee or officer of any corporation, or partner or employee of any partnership, which has rendered compensated services to the Corporation within the previous twelve months; and (c) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, mother-in-law, or father-in-law of any person described in (a) or (b) hereof. Any violation of the provisions of this paragraph shall not, however, affect the validity or enforceability of any transaction entered into by the Corporation.

4.08. Nonliability for Debts. The private property of the Directors shall be exempt from execution or other liability for any debts, liabilities or obligations of the Corporation, and no Director shall be liable or responsible for any debts, liabilities or obligations of the Corporation.

4.09. Indemnity by Corporation for Litigation Expenses of Officers and Directors. To the fullest extent permitted by law, the Corporation shall indemnify any present or former director, officer, employee or other "agent" of the Corporation, as that term is defined in Section 5238 of the *Corporations Code*, 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 Section 5238 of the *Corporations Code*, 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 Section 5238 of the *Corporations Code*. "Expenses," as used in this bylaw, shall have the same meaning as in Section 5238(a) of the *Corporations Code*. Expenses incurred in defending any proceeding may be advanced by the Corporation as authorized in Section 5238 of the *Corporations Code* prior to the final disposition of such proceeding, upon receipt of an

undertaking by or on behalf of the director or officer to repay such amount unless it shall be determined ultimately that the director or officer is entitled to be indemnified.

4.10. 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. The Corporation shall obtain liability insurance or the equivalent of insurance which covers the directors and officers issued either in the form of a general liability policy or a director's and officer's liability policy consistent with the requirements in Section 5239 of the *Corporations Code*.

ARTICLE 5. MEETINGS.

5.01. Ralph M. Brown Act. All meetings of the Board of Directors, including, without limitation, regular, adjourned regular, special, and adjourned special meetings shall be called, noticed, held and conducted in accordance with the provisions of the Ralph M. Brown Act (commencing with Section 54950) of the *Government Code*, or any successor legislation hereinafter enacted ("Brown Act").

5.02. Regular Meetings. The Board of Directors shall hold at least one business meeting every quarter, pursuant to Section 72674 of the *Education Code*.

5.03. Telephonic Meetings. Subject to the provisions of the Brown Act governing teleconferencing, members of the Board of Directors may participate in a regular or special meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another.

5.04. Quorum. A majority of the current Foundation Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors, unless the Articles, these Bylaws, or the Nonprofit Corporation Law specifically requires a greater number. In the absence of a quorum at any meeting of the Board of Directors, a majority of the directors present may adjourn the meeting as provided in Section 5.05 of these Bylaws.

5.05. Adjournment. Subject to the provisions of the Brown Act governing adjournment, any meeting of the Board of Directors, whether or not a quorum is present, may be adjourned to another time and place by the vote of a majority of the directors present.

5.06. Inspection Rights. Every director shall have the absolute right at any time to inspect, copy and make extracts of, in person or by agent or attorney, all books, records and documents of every kind and to inspect the physical properties of the Corporation.

ARTICLE 6. COMMISSIONS/COMMITTEES.

6.01. Commissions/Committees of the Board of Directors. Subject to the provisions of the Brown Act, the Board of Directors may create committees or commissions.

6.02. Executive Committee. The Board of Directors shall appoint and create an Executive Committee consisting of five members of the Board of Directors. The Executive Committee shall generally be delegated the powers of the Board of Directors, subject to the decisions of the Executive Committee being ratified by the Board of Directors. The Executive Committee shall consist of the Chairman of the Foundation Board, the Vice Chairman of the Foundation Board, the Executive Vice Chancellor of the District who also serves ex officio as the Foundation Treasurer, the Vice Chancellor of the District who also serves ex officio as the Foundation Secretary, and one other member of the Foundation Board of Directors as shall be selected by majority vote of the Foundation Board of Directors.

6.03. The Board of Directors may appoint and create Foundation Committees consisting of Foundation Directors. The Finance Committee shall consist of the committee chairman, who shall be the Executive Vice Chancellor of the District who also serves ex officio as the Foundation Treasurer, and three additional members of the Foundation Board of Directors as shall be selected by majority vote of the Foundation Board of Directors.

6.04. The Board of Directors may designate one or more Foundation Committees, each consisting of two or more Foundation Directors, to serve at the pleasure of the Board of Directors. Any Foundation Committee, to the extent provided by the Board of Directors, shall have all the authority of the Board, except with respect to:

- A.** The filling of vacancies on the Board of Directors or in any Foundation Committees;
- B.** The amendment or repeal of bylaws or the adoption of new bylaws;
- C.** The amendment or repeal of any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- D.** The appointment of any other Foundation Committees of the Board of Directors or the members of other Foundation Committees.

6.05. The Board of Directors may appoint and create commissions consisting of at least one Foundation Director and such number of additional commission members as shall be determined by the Foundation Board. Commission members shall be individuals with a stated interest in the specific purpose of the commission, and its adopted mission and objectives. The Foundation Board shall appoint one Foundation Director to serve as chairman of the commission and shall appoint the remainder of the commission or delegate the authority to appoint the remainder of the commission to the

Foundation Director acting as chairman of the commission. The Foundation Board may remove any commission member at the request of the Foundation Director acting as chairman of the commission, or on its own initiative.

6.06. Minutes and Reports. Each committee or commission shall keep regular minutes of its proceedings, which shall be filed with the Secretary. All action by any committee Commission shall be reported to the Board of Directors at the next meeting thereof and shall be subject to revision and alteration by the Board of Directors.

6.07. Meetings. Subject to the requirements of the Brown Act, and except as otherwise provided in these Bylaws or by resolution of the Board of Directors, each committee or commission shall adopt its own rules governing the time and place of holding and the method of calling its meetings and the conduct of its proceedings and shall meet as provided by such rules, and it shall also meet at the call of any member of the committee or commission.

6.08. Term of Office of Committee Commission Members. Each committee Commission member shall serve at the pleasure of the Board of Directors but not to exceed such committee Commission member's term as a director.

ARTICLE 7. CORPORATE OFFICERS.

7.01. Corporate Officers. The officers of the Corporation shall be a Chief Executive Officer, a Chief Financial Officer who shall hold title of Treasurer, a Secretary, and such other corporate officers as the Board of Directors may appoint in accordance with the provisions of Section 7.03 of these Bylaws. The Executive Vice Chancellor of the District shall serve ex officio as Treasurer and the Vice Chancellor of the District shall serve ex officio as Secretary. All officer positions may be held by employees of the District and may be eligible for reassigned time from the usual District assignments to fulfill their responsibilities for the Corporation. They will receive no additional compensation for their work for the Corporation. At such time as the Corporation determines the need for full-time staff, the recruitment will be conducted following the processes of the District's Office of Human Resources.

7.02. Appointment of Officers. The officers of the Corporation, except for such officers as may be appointed in accordance with the provisions of Section 7.03 of these Bylaws, shall be appointed by the Board of Directors to one year terms pursuant to an annual action of the Board of Directors. Notwithstanding the above, the appointment of one or more officers may be continued to a regular meeting or special meeting held within six weeks of the one year appointment anniversary, in which case the term of the incumbent officer shall be continued until the new appointment is made.

7.03. Subordinate Officers. The Board of Directors may 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 required in these Bylaws or as the Board of Directors may from time-to-time determine.

7.04. Resignation. Any officer may resign at any time by giving written notice to the Corporation, subject to the rights, if any, of the Corporation under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

7.05. Removal of Officers. Any officer may be removed, either with or without cause, by a majority of the directors then in office at any regular or special meeting of the Board of Directors, or by any officer upon whom such power of removal may be conferred by the Board of Directors.

7.06. 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 appointments to such office.

7.07. Chief Executive Officer. The Chief Executive Officer of the Corporation shall be the District Director of Development and Community Relations. The Chief Executive Officer shall be the chief executive officer of the Corporation and shall, subject to control of the Board of Directors; have general supervision, direction, and control of the business and the officers of the Corporation. The Chief Executive Officer shall be responsible for the day-to-day administration of the Corporation and shall have such other powers and perform such duties as may be prescribed by the Board of Directors or by these Bylaws. These duties must be conducted with the managerial oversight of the District's Chancellor or their designee and must be in accordance with all Board Policies and Administrative Procedures of the District.

7.08. Secretary. The Secretary shall keep, or cause to be kept, a book of minutes in written form of the proceedings of the Board of Directors and the committees and commissions of the Board of Directors. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors required by these Bylaws or by law to be given, and shall cause the seal of the Corporation to be kept in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

7.09. Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of account in written form or any other form capable of being converted into written form. The Treasurer shall deposit all monies and other valuables in the name and to the credit of the Corporation with such depository or depositories as may be designated by the District. The Treasurer shall render to the Chair and directors whenever they request an account of all of the Treasurer's transactions as the Treasurer, and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by these Bylaws.

ARTICLE 8. BOOKS AND RECORDS.

8.01. Books and Records. The Corporation shall keep adequate and correct books and records of account and minutes of the proceedings of the Board of Directors and of the committees and commissions of the Board of Directors. The Corporation is subject to the Richard McKee Transparency Act of 2011, Sections 72690 *et. seq.* of the *Education Code*.

8.02. Form of Records. Minutes shall be kept in written form. Other books and records shall be kept either in written form or in any other form capable of being converted into written form. If any record subject to inspection pursuant to the Nonprofit Corporation Law is not maintained in written form, a request for inspection is not complied with unless and until the Corporation, at its expense, makes such record available in written form.

8.03. Annual Audit/Report to Board of Trustees. The Corporation shall be a part of the District's annual certified audit performed by the certified public accountant, pursuant to Section 72672(a) of the *Education Code*. The Corporation shall submit the audit report to the District's Board of Trustees and to the State Chancellor's Office. The Corporation shall annually publish an audited statement of its financial condition which shall be disseminated as widely as feasible and be available to any person on request. Distribution of the published audited statement of the Corporation's financial condition at a regularly scheduled meeting of the District's Board of Trustees shall be deemed compliance with this requirement.

ARTICLE 9. GRANTS, CONTRACTS, LOANS, ETC.

9.01. Grants. The making of grants and contributions, and otherwise rendering financial assistance for the purposes of the Corporation, may be authorized by the Board of Directors. The Board of Directors may authorize any officer or officers, agent or agents, in the name of and on behalf of the Corporation, to make any such grants, contributions or assistance.

9.02. Deposits. The funds of the Corporation not otherwise employed shall be deposited from time-to-time to the order of the Corporation in such banks, trust companies, or other depositories as approved by the District Chancellor or his designee, in accordance with law.

9.03. Conflicts of Interest.

A. Pursuant to the Section 72677 of the *Education Code*, no member of the Board of Directors shall be financially interested in any contract or other transaction entered into by the Board of Directors, except as provided in Section 72678 of the *Education Code*. Specifically, such contract is permissible under Section 72678 of the *Education Code* if the fact of such financial interest is disclosed or known to the Board of Directors and noted in the minutes; the Board of Directors thereafter authorizes, approves, or ratifies the contract or transaction in good faith without

counting the vote or votes of such financially interested member or members; and the contract or transaction is just and reasonable.

B. Nevertheless, pursuant to Section 72679 of the *Education Code*, no contract or transaction shall be permitted if any of the following conditions exist: (i) the contract or transaction is between the Corporation and a member of the Board of Directors; (ii) the contract or transaction is between the Corporation and a partnership or unincorporated association of which any member of the Board of Directors is a partner or in which he or she is the owner or holder, directly or indirectly, of a proprietorship interest; (iii) the contract or transaction is between the Corporation and a corporation in which any member of the Board of Directors is the owner or holder, directly or indirectly, of five percent or more of the outstanding common stock; or (iv) a member of the Board of Directors is interested in a contract or transaction, and without first disclosing such interest to the Board of Directors 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.

C. Additionally, pursuant to Section 72680 of the *Education Code*, no member of the Board of Directors may utilize any information, not a matter of public record, which is received by the person by reason of his or her membership on the Board for personal pecuniary gain, regardless of whether he or she is or is not a member of the Board at the time such gain is realized.

ARTICLE 10. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

10.01. Indemnification by Corporation.

A. For the purposes of this Section 10.01, “agent” means any person who is or was a director, officer, employee or other agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation which was a predecessor corporation of the Corporation or of another enterprise at the request of such predecessor corporation; “proceeding” means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and “expenses” includes, without limitation, attorneys’ fees.

B. The Corporation shall, to the fullest extent permitted by law, indemnify any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was an agent of the Corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding.

C. In the event entitlement to indemnification is required by law to be based upon a determination by the Board of Directors that the agent has met the standards of conduct prescribed by law, such body shall meet and shall reach a

determination on the issue within a reasonable period of time after request for such body to meet is received by the Corporation from the agent.

10.02. Advancing Expenses. The Corporation may advance to each agent the expenses incurred in defending any proceeding referred to in Section 10.01 of these Bylaws prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in Section 10.01 of these Bylaws.

10.03. Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of this section; provided, however, that the Corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the Corporation for a violation of Section 5233 of the *Corporations Code* (relating to self-dealing transactions).

ARTICLE 11. INVESTMENTS.

11.01. Standards, Retention of Property.

A. In investing, reinvesting, purchasing, acquiring, exchanging, selling and managing the Corporation's investments, other than assets held for use or used directly in carrying out a public or charitable program of the Corporation, the Board of Directors shall follow policies and procedures of the District.

B. Unless limited by the Articles, the Corporation may continue to hold property properly acquired or contributed to it if and as long as the Board of Directors, in the exercise of good faith and of reasonable prudence, discretion, and intelligence, may consider that retention is in the best interests of the Corporation. No retention of donated assets violates this Section 11.01, where such retention was required by the donor in the instrument under which the assets were received by the Corporation, except that no such requirement may be effective more than ten years after the death of the donor.

ARTICLE 12. PURPOSES AND OPERATIONS OF THE CORPORATION.

12.01. Purposes. The business of the Corporation is to be operated and conducted in the promotion of its objects and purposes as set forth in Article II of its Articles of Incorporation.

12.02. Dedication of Assets. The income and assets of the Corporation are irrevocably dedicated to charitable purposes and no part of the net income or assets of the organization shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private person.

12.03. Dissolution. The Corporation may be dissolved by vote of the Board of Directors in accordance with the Corporations Code. Additionally, if the District's Board of Trustees takes official action to revoke the Corporation's authorization as an auxiliary organization of the District, then the non-ex officio directors shall be deemed to have immediately tendered their resignations from the Board of Directors and shall be relieved of all duties to the Corporation. The ex officio Directors shall then take the steps necessary to expeditiously dissolve the Corporation and wind up its operations.

12.04. Merger. The Corporation may merge with other corporations organized solely for nonprofit purposes, qualified and exempt from federal taxation pursuant to the Internal Revenue Code, Section 501(c)(3) of 1986 and from State taxation, upon compliance with the provisions of California law relating to merger and consolidation and only with the approval of the District's Board of Trustees.

12.05. Restrictions. No substantial part of the activities of the Corporation shall consist of lobbying, carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE 13. SEAL AND FISCAL YEAR.

13.01. Seal. The Board of Directors may adopt a corporate seal which shall be in the form of a circle and shall bear the full name of the Corporation and the year and state of its incorporation.

13.02. Fiscal Year. The fiscal year of the Corporation shall be July 1 through June 30.

ARTICLE 14. EXEMPT ACTIVITIES.

14.01. Notwithstanding any other provision of these Bylaws, no Director, officer, employee, or agent of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be carried on by an organization exempt from Federal income tax under Section 501(3) of the Internal Revenue Code or by an organization to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE 15. AMENDMENTS.

15.01. New Bylaws may be adopted or these Bylaws may be amended or repealed by the affirmative vote of a majority of the authorized number of directors of the Board of Directors or by the written consent thereof, except as otherwise provided by law or by the Articles of Incorporation. The Articles of Incorporation may likewise be amended by the affirmative vote of a majority of the authorized number of directors of the Board of Directors or by the written consent thereof, except as otherwise provided by law or by the Articles of Incorporation. Notwithstanding the foregoing, amendment of

these Bylaws or the Articles of Incorporation must be ratified by the District's Board of Trustees to become effective.

CERTIFICATE OF SECRETARY

I, Jamail Carter, hereby certify that:

I am the duly elected and acting Secretary of the Inland Futures Foundation of the San Bernardino Community College District, a California nonprofit public benefit corporation; and

The foregoing Amended and Restated Bylaws , consisting of ___ pages are the Bylaws of this corporation as adopted by the Board of Directors on _____, 2019; and these Bylaws have not been amended or modified since that date.

Executed on _____, 2019 at San Bernardino, California.

Jamail Carter, Secretary