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BY LAWS OF
THE WEST LOS ANGELES COLLEGE FOUNDATION
900 Overland Avenue, Culver City, California 90230
Adopted March 16, 2000
(Amended and Restated September 15, 2011)

ARTICLE I. GENERAL

Section 1. Principal Office
The Corporation’s principal office shall be located at 9000 Overland Avenue, Culver City, California 90230. The Board of Directors may, from time to time, determine other offices as the affairs of the corporation may require.

Section 2. Statement of Purpose
The specific and primary purposes for which this corporation is formed are:

a) To operate for the advancement of education:

b) To promote, foster, encourage and provide scientific, literary, educational and recreational facilities at the West Los Angeles College hereinafter at times referred to as the “College”; to assist the College and its agents in their construction of the buildings, equipment and facilities of the College;

c) To provide for scholarships, awards, fellowships, grants in aid, and other educational financial assistance to worthy students, alumni, members of the faculty and faculty emeritus of the College; to further research and provide facilities for the students and community;

d) To coordinate with the community in the Culver City and the West Los Angeles College service area in order to encourage, promote, assist, aid or accomplish any of the aforesaid purposes;

e) To receive gifts, bequests or devises either outright or as trustee or beneficiary
of a trust, to hold, transfer, buy, sell, invest, or reinvest real property, cash, stocks, bonds, other investments and all other evidences of value for the purposes set forth in these bylaws;

f) To expend monies for the general welfare of the students and faculty of the West Los Angeles College as the Board members may deem appropriate;

g) To do any other act or thing and to engage in and carry on any other activity in any manner connected with or incidental to, or calculated to promote, assist, aid or accomplish any of the aforesaid purposes; to exercise all rights, powers and privileges whether as principal, agent, or otherwise and whether alone or with others; and to have and exercise all other rights, powers and privileges now or hereafter belonging to or conferred upon corporations organized under the provisions of Division 2, Part 1 of the Corporations Code of the State of California;

h) Otherwise to provide aid to education supplementary to federal, state and local tax means for the support and benefit of the College.

ARTICLE II: MEMBERSHIP

Section 1. Members

a) Board of Directors of the West Los Angeles College Foundation.

b) Associates: Any and all adult persons interested in the above described purposes for the College may become Associates of the Foundation, subject to the approval of the Board of Directors and pursuant to the qualifications set out by the Board of Directors which might include Associate donations. The President of the Board shall review potential Board members and associate members and make recommendations to the Board. The Associates of the Foundation shall be limited to 100 persons, unless the number is increased by a 2/3 vote by the Board of Directors. Nothing in this Article II shall be construed as limiting the right of the corporation to refer to persons associated with it as “members” or “supporters” even though such persons are not serving on the
Board of Directors of the Foundation. The terms “Associate” or “Supporter” shall not constitute such person as a Director within the meaning of Section 5056 of the California Nonprofit Public Benefit Corporation Law. The term of each Associate shall be one year. Subject to approval of the Board of Directors, the Associate or Supporter may be reappointed for additional terms. There may be recognition of those persons or entities that donate financially and or otherwise assist the West Los Angeles College Foundation in accomplishing their purposes for the benefit of the College and/or the community.

c) **Members:** The use of the term Members of the Board of Directors shall refer to persons who are directors of the Board of the West Los Angeles College Foundation. Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Directors of the Board or Directors of the West Los Angeles College Foundation. All rights which would otherwise vest in the members shall vest in the Board of Directors.

**ARTICLE III: BOARD OF DIRECTORS**

**Section 1. Number of Directors**

The Board of Directors will consist of up to twenty-five (25) voting members of the Board until changed by amendment of these bylaws as hereinafter provided.

**Section 2. Powers of Directors**

Subject to the provision of the California Nonprofit Corporation Law and any limitations in the articles of incorporation and these bylaws, the business and affairs of this corporation shall be exercised by or under the direction of the Board of Directors. Except as noted elsewhere in these bylaws, the Board of Directors may delegate the performance of any duties or the exercise of any powers to such officers or agents as may from time to time by resolution be designated.
Section 3. Acceptance of Gifts

The acceptance of gifts, donations, bequests, trusts or other monies as well as the expenditure of any funds must be approved by a majority of the Board of Directors in attendance at a meeting in person or by conference call. The majority of the Board of Directors has the authority to create policy for accepting funds and authorizing or approving expenditures. The Board shall review financial records and reports at least quarterly. The Board may retain qualified persons and expend funds for the preparation and assistance in the duty of oversight of finances.

Section 4. Selection (Election) and Term of Office

New members of the Board of Directors shall be nominated and elected by a majority of the incumbent members. All directors, with the exception of the president of West Los Angeles College, shall serve for a term of three years and until a successor has been elected by the Board of Directors and qualified. The terms of one-third of Directors shall expire at the end of each fiscal year. The President of West Los Angeles College or a representative of the College designated by the College President, shall always be an ex officio member of the Board of Directors.

Section 5. Voting

Each member of the Board of Directors shall have one vote. There shall be no proxy voting permitted for the transaction of any of the business of this corporation. Voting via conference call, internet or other immediate participating technology is permitted.

Section 6. Annual Meeting

a) An annual meeting of the Board of Directors shall be held at the corporate headquarters in July as determined by the board for the purpose of electing Directors and
officers, adopting the annual program and budget, and for the transaction of such other business as may come before the meeting.

Section 7. Place of Meetings of the Board of Directors

Meetings shall be held at any place within this state which has been designated from time to time by resolution of the Board. In the absence of such designation, meetings shall be held at the principal headquarters of this corporation.

Section 8. Regular Meetings

a) Regular meetings of the Board shall be held at least quarterly, in accordance with a schedule set at the beginning of each fiscal year by (i) the President of the Board and Executive Director or (ii) resolution of the Board or Executive Committee.

b) Meetings of the Board of Directors shall be called at any time by the President of the Board or any three members of the Board of Directors. The President of the Board shall be required to call a public business meeting at least once each quarter. All meetings of the Board of Directors shall be governed by Robert’s Rules of Order. If Robert’s Rules of Order is inconsistent with these bylaws, the articles of incorporation, or applicable California or Federal laws, the Robert’s Rules of Order shall be subordinate to these Bylaws, Articles of Incorporation or applicable California or Federal laws.

Section 9. Notice of Meetings

a) Written notice of every regular meeting shall be given to each Director at least five (5) days before each meeting. Notice may be delivered personally, by mail, E-mail, phone or fax to the last known address, E-mail address or fax number of the addressee and, if mailed, is complete notice upon sending.

b) Notwithstanding anything in this section to the contrary, the President of the Board may call an emergency meeting of the Board without giving the formal notice if
such meeting is necessary to discuss an unforeseen emergency situation. An emergency condition for the purpose of this section is any condition that, if not addressed by the Board promptly, may result in a detriment to the corporation or to the College. Notice of any emergency meeting may be delivered personally, telephoned or mailed and shall be received at least twenty-four (24) hours before the time of such meeting.

**Section 10. Open Meetings**

All meetings of the Board shall be open and public, and all persons shall be permitted to attend any meeting of the Board, provided, however, that the Board may hold closed sessions during any meeting to consider those matters that may lawfully be considered in such sessions under chapter 9 of part 1 of division 2 of title 5 of the government code commencing with section 54950.

**Section 11. Quorum**

A majority of the total number of Directors eligible to vote shall constitute a quorum for the transaction of business at every meeting. Every act or decision done or made by a majority of the Directors present at a meeting at which a quorum is present shall be regarded as the act of the Board of Directors.

**Section 12. Participation in Meetings by Conference Telephone**

Members of the Board may participate in a meeting through the use of a conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another.

**Section 13. Removal of Directors**

Directors of this corporation may be removed at any time by a majority vote of the total number of Directors eligible to vote except that a designee of the President of
the College may only be removed with the written consent of the President of the College.

Section 14. Compensation

a) The Board of Directors may select an attorney admitted to practice in this state and a license certified public accountant to provide advice and counsel to the Board. The attorney and certified public accountant shall have experience appropriate to their responsibility and shall have no financial interest in any contract or other transaction entered into by the Board. Neither the attorney nor the certified public accountant shall be a member of the Board of Directors.

b) The Board of Directors may select and compensate any expert and any staff person as is appropriate.

Section 15. Vacancies

a) Subject to the provisions of Section 5226 of the California Nonprofit Public Benefit Corporation Law, any director may resign effective upon giving written notice to the President of the Board, the Secretary, or the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective.

b) Vacancies in the Board shall be filled by election by (i) a majority of the remaining directors, although less than a quorum, (ii) unanimous written consent of the remaining directors, or (iii) a sole remaining director with the concurrence of the College President.

c) A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation, or removal of any director, or if the authorized number of directors is increased.
d) The Board may declare vacant the office of a director who has been declared of unsound mind by a final order of judgment or court, or convicted of a felony, or found by a final order of judgment of any court to have breached any duty arising under Article 3 of the California Nonprofit Public Benefit Corporation Law, or who has failed to attend three (3) consecutive meetings of the Board.

Section 16. Rights of Inspection

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation of which such a person is a director.

Section 17. Honorary and Emeritus Directors

The Board may from time to time elect persons to be designated as “Honorary Directors” and “Emeritus Directors,” in recognition of outstanding service to the corporation. Persons so elected shall hold such honorary offices at the pleasure of the Board and during such time they shall have the right to attend meetings of the Board, but they shall not be deemed to be members of the Board of Directors for any purpose of law for these Bylaws, and shall have no voting rights.

ARTICLE IV: OFFICERS

Section 1. Officers

The officers of the corporation shall be a president, one or more vice-presidents, a secretary, a treasurer, and such other officers as may be selected in accordance with the provisions of this article.

Section 2. Election

The Board of Directors shall elect all officers of the corporation for the term of
one year or until their successors are elected and qualified. The annual election shall be held at the annual meeting. All officers shall be drawn from the regular members of the Board. The term of each officer shall be limited to two consecutive terms. A board member may return to active membership after one year absence from that office. A former board member shall not be precluded from attending meetings as a non-voting visitor unless the board members refuse such access for cause.

Section 3. President of the Board of Directors (hereinafter President of the Board)

Subject to the control of the Board of Directors, the President of the Board shall preside at all meetings of the Board, and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors. The President of the Board shall have a vote on all matters.

Section 4. Vice President of the Board of Directors

In the absence or disability of the President of the Board, the Vice President shall have such powers and perform such duties of the President of the Board until the President is again available for such duties.

Section 5. Secretary of the Board of Directors

The Secretary shall assist the President in the preparation of the agenda for the meetings; shall keep a full and complete record of the proceedings of all meetings of the Board of Directors; shall keep the seal of this corporation and affix the same to such papers and instruments as may be required in the regular course of business; and shall provide such notices as may be necessary and proper. In case of the absence or disability of the Secretary, or refusal or neglect to act, such notices may be provided by the President, or by the Vice President or by any person thereunto authorized by the President or by the Vice President, or by the Board of Directors.
Section 6. Treasurer of the Board of Directors

The Treasurer shall supervise the keeping of the books of this Corporation and shall discharge such other duties as pertains to this Corporation and shall discharge such other duties as pertain to the officer or as prescribed by the Board of Directors. The Treasurer shall be the chief financial officer of this Corporation, and if so required by the Board of Directors, may give a bond for the faithful discharge of assigned duties in such sum and with such surety as the Board of Directors may deem appropriate. The Treasurer shall submit an annual report to the Board on or about July 1 of each year. In case of the absence or disability of the Treasurer, or refusal or neglect to act, such notices may be provided by the President of the Board, or by the Vice President, or by any person thereunto authorized by the President of the Board or by the Vice President or by the Board of Directors.

ARTICLE V: COMMITTEES

Section 1. Executive Committee

a) The corporation shall have an Executive Committee which shall be composed of the President of the Board, Vice-President, Secretary, Treasurer and one such person as designated by the President of the Board. The purpose of the Executive Committee is to facilitate the objectives of the Board of Directors of the West Los Angeles College Foundation.

b) Subject to such limitations as may be imposed by the Board, the Executive Committee shall be possessed of all of the powers of the Board of Directors, except those which the California Nonprofit Public Benefit Corporation Law, or other applicable law, specifically reserves to the full Board. The powers specifically reserved by law to the full Board are:

   i) The filling of vacancies on the Board or on any committee;
ii) The amendment or repeal of Bylaws or the adoption of new Bylaws;

iii) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;

iv) The appointment of other committees of the Board or the members thereof;

v) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected; or

vi) The full Board must be involved in any decision to spend money on the recruitment, selection, discipline and/or termination of any Foundation employee. If there is a committee that is responsible for the Foundation staff, then they need to keep the Board apprized of such actions before such actions are taken.

vii) The approval of any self-dealing transaction, except as specifically provided by section 5233(a) of the California Nonprofit Public Benefit Corporation Law.

Section 2. Standing Committees

In addition to the Executive Committee, the following shall be deemed Standing Committees: the Finance Committee, the Membership Committee (Board and Associate members), and the Economic Development Committee.

Committee Membership:

The Finance Committee shall consist of the President, Vice President, Treasurer, Chair of the Finance Committee and one or two additional members selected by the President.

The Economic Development Committee shall consist of the President, Vice President, Treasurer, Chair of the Economic Development Committee, Chair of the Finance Committee and one or two additional members selected by the President.
Section 3. Ad Hoc Committees

The President may appoint ad hoc committees as may be necessary or convenient to report to the standing committees and/or the Board of Directors.

ARTICLE VI: AMENDMENTS

Section 1. Power of Directors to amend bylaws

Subject to the limitations of the articles of incorporation, these bylaws, and the General Nonprofit Corporation Law of California, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be amended, repealed, or added to, or new bylaws may be adopted, by a resolution of the Board of Directors.

ARTICLE VII: DEFENSE AND INDEMNIFICATION

Section 1. Defense of Directors

This Corporation shall defend any director who is a party or is threatened to be made a party to any proceeding, other than an action by or in the right of the Corporation, by reasons of the fact that such Director is or was an agent of this Corporation, and will indemnify any such Director against expenses, judgments, fines, settlements and any other amounts actually and reasonably incurred in connection with such proceeding if such Director acted in good faith and in a manner such Director believed to be in the best interest of this Corporation and, in the case of a criminal proceeding, if such Director had no reasonable cause to believe the conduct was unlawful.

ARTICLE VIII: CONFLICT OF INTEREST

Section 1. Financial interest

a) No Director shall be financially interested in any contract or other transaction
entered into by the Board of Directors, and any contract or transaction entered into in violation of this is void. No Director may utilize information obtained by reasons of Board membership for personal gain, and the Board of Directors may recover any such gain realized.

b) In the event an issue arises from which a Board member could receive financial benefits from the Foundation, then said Board member must request prior approval of the Board prior to being eligible to receive any possible financial benefit. Also, such member must recuse himself/herself from such a vote. No Board member shall receive compensation in excess of $5,000.00.

Compliance with State and Federal Code Sections: In the event any code or statute referenced in this document is incorrect, then the Directors and Signatories hereby indicate that they intend to comply with the current and accurate code or statutes which most closely reflect their intention and purpose as otherwise expressed in this document.

APPROVED BY THE BOARD OF DIRECTORS OF THE WEST LOS ANGELES COLLEGE FOUNDATION

Executed at the offices of the West Los Angeles College, Culver City, California

___________________________________________  Date________
Secretary Signature and Print Name

___________________________________________  Date________
President Signature and Print Name