

**BYLAWS
OF THE
WEST VALLEY-MISSION
COMMUNITY COLLEGE DISTRICT FOUNDATION**

An auxiliary organization of the West Valley-Mission Community College District,
as outlined in the Master Agreement established September 7, 2010.

ARTICLE I: NAME

Section 1. The name of this corporation, hereinafter referred to as the “West Valley-Mission Community College District Foundation,” shall be as set forth in the Articles of Incorporation.

ARTICLE II: OFFICES

Section 1. The principal office of the West Valley-Mission Community College District Foundation shall be located at such place in Santa Clara County, California, as the Board of Directors shall from time to time designate.

Section 2. Subordinate offices may be established by the Board of Directors at any place or places within or without the State of California at which the West Valley-Mission Community College District Foundation is qualified to do business.

ARTICLE III: PURPOSE

Section 1. The purpose of the West Valley-Mission Community College District Foundation (“the Foundation”) is:

- (a) To guide the development of goals and implementation of strategies for fundraising on behalf of the West Valley-Mission Community College District.
- (b) To provide stewardship of funds donated to the West Valley-Mission Community College District Foundation.
- (c) To review and set policies relating to the West Valley-Mission Community College District Foundation’s fundraising, finance, and investment.
- (d) To serve as a goodwill ambassador and advocate for the District and its Colleges; to represent the Foundation at special College events.

(e) To provide leadership for the West Valley-Mission Community College District Foundation's fundraising efforts by making an annual gift and by helping to engage organizations and individuals who have the potential to be partners and donors to the Foundation, District, and colleges.

Section 2. Nothing in this Article shall be construed to prevent the adoption of mission statements, vision statements, and other organizational policies.

Section 3. The West Valley-Mission Community College District Foundation shall have all benefits, privileges, rights, and powers created, given, extended, or conferred upon nonprofit corporations by the provisions of the California Nonprofit Public Benefit Corporation Law and all other applicable laws and any additions or amendments thereto.

ARTICLE IV: MEMBERS

Section 1. The West Valley-Mission Community College District Foundation shall have no members. Any action that would otherwise require approval by the members shall require approval of the Foundation Board of Directors. All rights that would otherwise vest in the members shall vest in the Directors.

ARTICLE V: DIRECTORS

Section 1. Powers: Subject to the limitations of these Bylaws, as well as regulations adopted by the Board of Trustees of West Valley-Mission Community College District ("the District"), and any agreement between the Foundation and the District, all corporate powers shall be exercised by or under the authority of the West Valley-Mission Community College District Foundation Board of Directors. Without prejudice to such general powers, it is hereby expressly declared that the Directors shall have the following powers, to wit:

- (a) To establish and implement any agreement between the Foundation and the District.
- (b) To establish policy governing fundraising, fund investment, and fund stewardship, with responsibility for legal and ethical considerations.
- (c) To maintain financial controls and provide for financial audits.
- (d) To select and remove all elected Directors of the Foundation Board of Directors.
- (e) To hold an annual meeting, regular meetings, and special meetings as desirable.
- (f) To change the principal office for the transaction of the business of the corporation from one location to another within the same county as provided in Article II, Section 1, hereof, and to fix and locate from time to time one or more subsidiary offices of the corporation within or without the State of California, as provided in Article II, Section 2, hereof.
- (g) To authorize committees in accordance with Article VIII.

Section 2. Vote: Each Director shall have one vote.

Section 3. Number of Directors and Selection: The number of Directors shall not be less than three or more than 19, with the exact number to be determined from time to time in a manner provided in the Bylaws or by resolution.

- (a) The Chancellor of the District, the President of West Valley College, and the President of Mission College shall be District-appointed Directors of the Foundation, hereafter called the “District-appointed Directors”. District-appointed Directors serve for the period of their employment in the position of Chancellor or College President, without regard to term limits for Elected Directors. District-appointed Directors are full voting members of the Foundation Board. District-appointed Directors may appoint an alternate to participate (non-voting) in Foundation Board of Directors meetings.
- (b) The remaining Directors, their number determined by the limits specified in Section 3 of this Article V, shall be elected by majority vote of the Directors in office immediately before the election. These Directors are hereafter called the “Elected Directors.”

Section 4. Term of Office:

- (a) Elected Directors shall take office upon election and shall hold office for a term of three years, with the beginning of each term set as the start of the fiscal year in which the Director was elected. Elected Directors may be reappointed (by majority vote of those Directors in attendance at the Foundation Board meeting at which the election is held) for two additional, consecutive, three-year terms, for a total of nine years of service.
- (b) The Foundation Board may modify term limits by a vote of two-thirds of the Board membership.

Section 5. Election of Prior Directors: A former Director of the Foundation Board may be re-nominated through the standard nomination process and re-elected by majority vote of those Directors in attendance at the Foundation Board meeting at which the election is held. Following successful re-election, former Directors are eligible to serve three additional three-year terms. Former Directors who are re-elected may begin their next board term after a one-year resting period has elapsed since the conclusion of their last term.

Section 6. Vacancies: Notwithstanding the above, vacancies in Directorships, other than the District-appointed Directorships, whether caused by resignation, incomplete development of the Board to its authorized maximum, failure to elect, or otherwise, may be filled at any meeting in the same manner as the Director whose office is vacant was selected, provided that vacancies to be filled by Board election may be filled by a majority of the remaining Directors, or by a sole remaining Director. If the Chancellor or a College President vacates their position, the person selected by the Board of Trustees of the District as acting Chancellor/College President shall fill the vacancy (as a full voting District-appointed Director) until a new Chancellor/College President is/are appointed by the District Board of Trustees.

Section 7. Age: Directors shall be at least 21 years of age.

Section 8. Non-Compensation: Directors shall serve without compensation, except that they may be paid their actual and necessary expenses incurred in attending meetings, as well as reimbursement of expenses incurred in the performance of their duties and payment for services in a capacity other than Director.

Section 9. Conflict of Interest: Directors shall complete and sign the Foundation's Director Independence & Conflict of Interest Form. Whenever a Director has a financial or personal interest in any matter coming before the Foundation Board of Directors, the affected person is responsible and, therefore, shall a) fully disclose the nature of the interest and b) withdraw from discussion and voting on the matter. Any vote involving a potential conflict of interest shall be approved only when a majority of disinterested (free of conflicts of interest) Directors in attendance at the meeting at which the vote occurs determine that it is in the best interest of the Foundation. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

Section 10. Removal: A Director other than a District-appointed Director may be removed from a Directorship, with or without cause, by a vote of two-thirds of the present voting Directors, after said Director has been given notice.

Section 11. Advisory Councils: The Board of Directors may establish any number of advisory councils (such as an Emeritus Council) for assistance, contributions, expertise, and interest in West Valley College, Mission College, the West Valley-Mission Community College District Foundation, and the West Valley-Mission Community College District. Advisory councils are non-governing, and members shall have no voting rights or fiduciary responsibility. The Board of Directors may establish criteria from time to time for the selection and duration of advisory councils.

Section 12. Emeritus Council: Any member of the Board of Directors who has been an active participating member for at least three years may be elected to the Foundation's Emeritus Council, an advisory council as defined in Section 11 of this Article V. Election of Emeritus Council members shall take place by majority vote of those Directors in attendance at the Foundation Board meeting at which the election is held.

ARTICLE VI: MEETINGS

Section 1. Meetings of Directors shall be held at the principal office of the West Valley-Mission Community College District Foundation, or at such other place within the territorial jurisdiction of the District. Attendance by teleconference or videoconference is permitted if authorized pursuant to the Ralph M. Brown Act.

Section 2. Regular meetings shall be held at least quarterly.

Section 3. Special meetings for any purpose or purposes shall be held upon the request of 25 percent of the Directors.

Section 4. The first regular meeting on or after July 1 of each year shall be the annual

meeting.

Section 5. Every Director shall be given written notice of every meeting and the notice shall be posted publicly. Per the Ralph M. Brown Act, for regular meetings, this notice shall be given at least 72 hours in advance; for special meetings, notice shall be given at least 24 hours in advance by personal delivery, electronic mail, or other written communication.

Section 6. The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid if a quorum is present.

Section 7. A quorum shall consist of 50 percent plus one of the current seated Board Directors.

Section 8. The majority of the Directors present at a meeting, notice having been given and a quorum being present, shall be required to make decisions on behalf of the West Valley-Mission Community College District Foundation.

Section 9. There shall be no proxy, mail, absentee, or cumulative voting.

ARTICLE VII: OFFICERS

Section 1. The Officers of the West Valley-Mission Community College District Foundation shall be a President, a Vice President, an Executive Secretary, and a Treasurer. No one person may hold more than one office at a time. District-appointed Directors shall not serve as Officers of the Foundation.

Section 2. An Officer need not be a Director, and a non-Director elected to office shall not thereby become a Director.

Section 3. Officers shall be elected at the annual meeting, following the election of Directors. Election of Officers shall take place by majority vote of those Directors in attendance at the Foundation Board meeting at which the election is held.

Section 4. Each Officer shall be elected annually by the Foundation Board, serving one-year, renewable terms. The Executive Secretary, Treasurer, and Vice President may hold their respective offices for up to the full length of their term as Directors, if they are Elected Directors. The President may serve as Board President for a maximum of four one-year terms (four years).

Section 5. Any Officer may be removed, with or without cause, by a vote of two-thirds of the Directors present at any regular meeting or special meeting.

Section 6. Any vacancy in office caused by death, resignation, removal, or otherwise may be filled without notice by the Board of Directors for the unexpired portion of the term.

ARTICLE VIII: COMMITTEES

Section 1. The Board of Directors may authorize committees, including an executive committee, consisting of two or more Directors or other persons, for various purposes. Such committees may be either standing or special.

The following committees shall be standing committees of the Board:

- (a) Executive Committee – The Executive Committee shall be made up of the Board President, Vice President, Executive Secretary, Treasurer (and Chair of the Finance Committee), and Chair of the Nomination and Governance Committee. The Executive Committee shall be empowered to act on behalf of the West Valley-Mission Community College District Foundation in the interim between Board meetings. Meetings of the Executive Committee will be duly noticed and the minutes and other postings will comply with the Ralph M. Brown Act. A quorum of 50 percent plus one of the Executive Committee will be necessary to make decisions on behalf of the West Valley-Mission Community College District Foundation.
- (b) Nomination and Governance Committee – The Nomination and Governance Committee is responsible for the Board’s renewal and assessment. This Committee shall recommend a slate of individuals for election as Directors to fill vacancies on the Foundation Board. The Committee shall also recommend a slate of Officers. The Committee shall confirm that new Directors receive an orientation to the Foundation Board, and the Committee will periodically assess the overall effectiveness of the Foundation Board.
- (c) Finance Committee – The Finance Committee is responsible for overseeing the prudent investment of donations made to the West Valley-Mission Community College District Foundation, for developing and reviewing investment strategy and performance, and for determining the best mix of investment and stewardship for financial operations, in accordance with the Foundation’s Investment Policy. The Finance Committee shall also support the Foundation staff and third-party auditors to maintain the financial affairs of the Foundation, review the audit, and decide whether to accept the audit.

ARTICLE IX: FINANCES

Section 1. The fiscal year of the West Valley-Mission Community College District Foundation shall be that of the West Valley-Mission Community College District.

Section 2. The West Valley-Mission Community College District Foundation shall have an annual audit of its financial records conducted by an independent auditor.

Section 3. The West Valley-Mission Community College District Foundation shall publish or make available to the public and to each Director an annual report, including its audit, within 120 days of the end of the fiscal year.

ARTICLE X: PARLIAMENTARY AUTHORITY

Section 1. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the West Valley-Mission Community College District Foundation in all cases to which they are applicable and in which they are consistent with law, the Articles of Incorporation, the Bylaws, or any special rules of order that the West Valley-Mission Community College District Foundation may adopt.

ARTICLE XI: AMENDMENTS

Section 1. These Bylaws may be amended at any regular or special meeting of the Foundation Board by an affirmative vote of two-thirds of the Directors present at the meeting.

Bylaws Adopted 2/29/08
Revised 11/17/2025