



Cal State East Bay Educational Foundation By-Laws

Revised October 2024

ARTICLE 1. NAME

The name of this corporation (hereinafter referred to as "Foundation") shall be "The Cal State East Bay Educational Foundation."

ARTICLE 2. OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office for the transaction of the business of this Foundation ("principal business office") is located at California State University, East Bay, Alameda

SECTION 4.
NONPARTISAN ACTIVITIES

This Foundation has been formed under the California Nonprofit Public Benefit Corporation Law for the public purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Foundation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the Foundation shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office or for or against any cause or measure being submitted to the people for a vote.

The Foundation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

SECTION 5.
DEDICATION OF ASSETS

The properties and assets of this nonprofit corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties or assets of this Foundation on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any Trustee of this Foundation. After payment or provision for payment of all debts and liabilities, all properties and assets and obligations shall be distributed and paid over to a nonprofit organization(s) dedicated to the same or similar charitable purposes, provided that the organization(s) is dedicated to the exempt purposes as specified in Internal Revenue Code Section 501(c)(3).

SECTION 6.
MEMBERS

The Foundation is not a membership organization and shall not have members within the meaning of the California Nonprofit Corporation Law.

ARTICLE 3.
TRUSTEES

SECTION 1.
CORPORATE POWERS

Subject to the provisions of the laws governing auxiliary organizations of the California State University and by the California Nonprofit Corporation Law and any limitations in the articles of incorporation and these bylaws, the business activities and affairs of the Foundation shall be managed and all corporate powers shall be exercised, by or under the y l

SECTION 3.
NOMINATION AND ELECTION

1. Only persons who have been nominated for election by one or more members of the Board and whose nomination has been approved in writing by the President of California State University, East Bay may be elected as Trustees.
2. The Governance Committee shall prepare a single slate of nominees that does not exceed the total number of trustees permitted by these bylaws. The nominees slate shall accompany the meeting agenda, and the election will be held during the

SECTION 5.

RESIGNATION, REMOVAL AND VACANCIES

1. Subject to the provisions of Section 5226 of the California Nonprofit Corporation Law, any Trustee may resign upon giving written notice to the Chair of the Board, the President of the Foundation, or to the Secretary of the Board. If a resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective, assuming the nomination has been

- long-term plans;
- 6. Amend or repeal any resolution of the Board of Trustees which by its express terms is not so amendable or repealable;
- 7. Appoint any other committees of the Board of Trustees or the members of these committees;
- 8. Expend Foundation funds to support a nominee for Trustee after there are more people nominated for Trustee than can be elected;
- 9. Approve any transaction (i) to which the Foundation is a party, and one or more Trustees have a material financial interest, or (ii) between the Foundation and one or more of its Trustees or between the Foundation or any person in which one or more of its Trustees have a material financial interest.

SECTION 9.

TERMS OF COMMITTEE SERVICE

The term of office for each committee member will be (1) year and may be elected for subsequent terms with the exception of ex-officio appointed officers, who serve as long as they hold their university position. Committee member terms coincide with the Foundation's fiscal year. Committee Chairs serve (2) year terms and may be elected for one subsequent term.

ARTICLE 5. MEETINGS

SECTION 1. MEETINGS

1. There shall be no more than four (4) regular meetings per fiscal year. Written notice of regular meetings shall be provided to the Board at least twenty-one (21) days in advance of the meeting. Regular meetings of the Board of Trustees may be held at any place within or outside the State of California that has been designated from time to time by the bylaws or by resolution of the Board. In the absence of such designation, regular meetings shall be held on the campus of California State University, East Bay. Notwithstanding the above provisions, a regular or special meeting of the Board of Trustees may be held at any place consented to in writing by a majority of the Board members, prior to such meeting.
2. All regular and special meetings of the Board and its committees shall be open and public except as otherwise provided in the California Education Code. Notice to any outside individual or entity will follow procedures established by the provisions of the California Education Code, Section 89900, et seq.
3. Annual Meetings: The Board of Trustees shall hold an annual meeting for the purpose of organization and election of Trustees and Officers. The time and place of the annual meeting shall be fixed by the President of the Foundation, and written

notice of such time and place shall be given to each Trustee at least thirty days before the selected date.

4. Special Meetings: Special Meetings of the Board may be called by the President of the Foundation and/or Chair of the Board and/or by a ~~fourth~~ majority of the Board in writing with due written notice of the time, place and subject matter given to each Trustee at least ten days before the meeting date.

SECTION 2.

DISTANCE PARTICIPATION

Any meeting, regular or special, may be held by conference tele~~phone~~ conferencing or similar live communication equipment~~s~~ so long as each Trustee participating in the meeting can communicate concurrently with all other Trustees, and each member is provided the means of participating in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation, and all Trustees participating in the meeting can hear one another; all Trustees communicating in such a manner shall be deemed to be present in person at such ~~meeting~~.

SECTION 3.

QUORUM & VOTING

A quorum of the Board of Trustees shall consist of a majority of the ~~board~~ members. A quorum of each committee shall consist of a majority of the ~~committee~~ members. Any action to be approved must be by a majority vote of the board or committee members present and voting. Every act or decision by a majority of the Trustees~~s~~ shall be a

