BY-LAWS OF
THE CALIFORNIA MARITIME ACADEMY FOUNDATION, INC.

Approved by the Board of Directors, June 6, 2012

ARTICLE I. NAME, CSU AUXILIARY STATUS, AND PRINCIPAL OFFICE

The name of this corporation is the California Maritime Academy Foundation, Inc. The Foundation is an auxiliary organization of the California State University, subject to the provisions of Chapter 7, Part 55, Division 8, Title 3 (Sections 89900 et seq.) of the California Education Code (hereinafter referred to as Education Code) and Subchapter 6, Chapter 1, Division 5, Title 5 (Sections 42400 et seq.) of the California Code of Regulations (hereinafter referred to as Title 5).

The Foundation is on the list of officially recognized auxiliary organizations in good standing maintained by the Chancellor pursuant to section 42406, infra. It operates in accordance with policies, rules and regulations of the CSU Board of Trustees and thereby maintains its special relationship with The California State University (hereinafter known as CSU), as an officially recognized auxiliary organization allowed to use the name of The California Maritime Academy in its title. As an auxiliary organization, it conforms to campus policy with respect to all of its activities and functions. To assure such conformance the President of The California Maritime Academy serves as President of the California Maritime Academy Foundation (hereinafter called the Foundation).

The Foundation is incorporated under the Nonprofit Public Benefit Corporation Law of the State of California as a perpetual corporation at the City of Vallejo, County of Solano, and State of California.

The California Maritime Academy Alumni Association (hereinafter referred to as the "Alumni Association") is the official organization of the California Maritime Academy's alumni and is a part of the Foundation. The Foundation and the Alumni Association are united in the common purpose of supporting the mission of the California Maritime Academy (hereinafter referred to as the "Academy").

ARTICLE II. PURPOSES, CONFLICT OF INTEREST AND POLITICAL ADVOCACY

Section 1. Purpose: As an official auxiliary organization of the CSU, the Foundation may perform any of the functions specified in Section 42500 of Article 2, Title 5, California Code of Regulations. The functions below have been identified as the principal functions of the Foundation and are authorized under a written agreement executed with the Chancellor (as required by Section 42501 of Article 2, Title 5, California Code of Regulations).

The Foundation shall provide assistance to the Academy in furtherance of its mission via:

a. Fundraising,
b. Donor cultivation and recognition,
c. Receipt and stewardship of gifts, bequests, devises, endowments, trusts and similar funds,
d. Fund and endowment management,
e. Grant management
f. Financial support for the activities of the Alumni Association, and
g. Other activities in support of the mission of the Academy.

Section 2. Prohibition Against Private Inurement and Conflict of Interest - No part of the net income of the Foundation shall inure to the benefit of any private individual or member of the Board of Directors. Prohibition against conflict of interest includes but is not limited to financial conflicts of interest and personal pecuniary gains in transactions with members of the Board. [Education Code Section 89906-09.]

Section 3. Prohibition Against Political Advocacy - The Foundation shall not engage, nor shall any of its funds, property, or income be used to carry out lobbying activities or otherwise attempt to influence legislation except as permitted by and in accordance with IRS 501 (h) or other relevant laws or regulations, including, without limitation, the applicable policies, rules and regulations of the Board of Trustees of The California State University.

ARTICLE III. SEAL

The corporate seal shall be circular in form and shall have inscribed thereon the name California Maritime Academy Foundation, the year of its organization (1972), and the words, "A Campus of The California State University." This seal shall remain in the custody of the Secretary of the Foundation at the principal office and shall be affixed, as required, to official documents of the Foundation.

ARTICLE IV. MEMBERS

Section l. No Regular Members - In accordance with Section 5310 of the California Nonprofit Public Benefit Corporation Law, the corporation shall have no members within the meaning of Section 5056 of that law. All actions which would otherwise require approval by a majority of all members or approval by members shall require only approval of the Board of Directors. All rights which would otherwise vest in members shall vest in the Directors.

Section 2. Persons Associated With the Corporation - By resolution, the Board of Directors may create any advisory boards, councils, honorary memberships or other bodies, as it deems appropriate. The Board of Directors may also, by resolution, confer upon any such class or classes of such persons some or all of the rights of a member under the California Nonprofit Public Benefit Corporation Law other than the right to vote:

a. for the election of a Director or Directors or an officer or officers;
b. on a disposition of all or substantially all of the assets of the corporation;
c. on a merger;
d. on a dissolution;
e. on changes to the corporation's Articles of Incorporation or By-Laws.

All such voting rights are vested exclusively in the Board of Directors.

ARTICLE V. BOARD OF DIRECTORS

Section 1. Composition - The size and composition of the Foundation Board of Directors shall meet the statutory requirements of auxiliary boards [Title 5, Section 42602 (a), (b), (c), and Education Code Section 89903]. The Foundation Board of Directors shall have not fewer than eleven and not more than thirty members. All members of the Board may vote on Board actions.

Section 2. Ex-Officio Members - The Academy's President, Vice President for Academic Affairs, Vice President for Administration and Finance, Vice President for Advancement, and Controller shall each serve on the board as ex-officio members. The Vice President for Advancement shall serve as the Executive Director of the Foundation. In addition, the President of the Academy shall select one faculty member and one student member from the Academy to

serve on the Board of Directors as ex-officio members. All ex-officio members shall have exactly the same rights and privileges as do all other board members, including the right to vote.

Section 3. Election of Directors - Members of the Board of Directors shall be elected by a majority vote of the Directors present at the Annual Meeting. Election of Directors will be arranged so that approximately one-third (1/3) of the Directors will be elected each year.

The terms of the Directors shall be three (3) years. Directors, except Ex-Officio Directors, may not serve for more than two (2) consecutive terms, but may also serve as an officer of the Foundation for additional terms, in accordance with Article VI, Section 5.

A member of the Board of Directors may resign at any time by giving written notice to the Chair.

Section 4. Board Vacancies - Vacancies on the Board which exist or occur after the election of Directors as provided for above, may be filled by a vote of a majority of the Board of Directors at any duly constituted regular or special meeting. The term of the Director so elected shall be for the unexpired term. Three unexcused absences in a row from Board meetings shall constitute grounds for removal from the Board. Members of the Board of Directors may also be removed from the Board of Directors by the vote of a majority of the members of the Board of Directors, excluding the member to be removed.

Section 5. Duties of the Staff - The Board shall delegate the authority of supervising the day-to-day activities of the Foundation to the Executive Director (see Article VI, Section 3). The Executive Director shall report to the President of the California Maritime Academy.

Section 6. Committees - There shall be six (6) standing committees: Executive, Governance, Finance, External Relations, Audit, and Marine Development. Committees shall meet as needed to conduct business in a timely and effective manner. Committee members shall be given notice in writing of committee meetings at least seven days prior to the date of the committee meeting. Minutes of each meeting shall be submitted and reported to the Foundation Board at its next regular meeting for Board review and approval. The CMAF Executive Director sits on all standing committees as a voting member. Members of committees may be recruited from outside the ranks of the Board

a. **Executive Committee -** The Executive Committee shall be responsible for conducting routine business of the Foundation between regular meetings of the Board. The Chair of the Board of Directors shall serve as the Chair of the Executive Committee. The Chair, Secretary, Treasurer, Executive Director for CMAF, Vice President for Academic Affairs, Vice President for Administration and Finance, and President of the Academy shall serve as members of the Executive Committee as well as other Directors who may be elected to the committee. The Chair shall call regular meetings of the Executive Committee; special meetings may be called by the Chair as needed.
b. **Governance Committee -** The Governance Committee shall be appointed to track the terms of service of the Directors, evaluate the performance of Directors and present candidates for election as officers and members on the Board of Directors at the Annual Meeting of the Board. The President of The California Maritime Academy or the President's designee shall serve on the Governance Committee.
c. **Finance Committee -** The Finance Committee will be appointed to provide oversight to the financial matters of the Foundation. The committee shall develop and maintain financial policies and investment strategies. The Foundation Treasurer shall chair the committee. The

campus Vice President for Administration and Finance shall serve on the Finance Committee. The committee will provide quarterly reporting to the full Board, to include investment portfolio performance, recommendations on the investment of Foundation funds and other financial matters.

d. External Relations Committee - The External Relations Committee shall be appointed to lead the Board in advancing the CMAF mission through communication, external outreach, the identification and cultivation of prospective donors, stewardship, and the solicitation and securing major gifts on behalf of approved Academy fundraising initiatives. The Vice President for Advancement shall serve on the External Relations Committee.

e. Audit Committee - The Audit Committee will assist the Foundation Board of Directors in overseeing financial reporting and controls, as well as identification and management of risk. Members of the committee shall be independent directors. The committee will report to the Board of Directors annually after the close of the fiscal year end at the next regularly scheduled Board of Directors meeting.

f. Marine Development Committee - The Marine Development Committee shall be appointed to manage the boat donation program, including having the responsibility for the solicitation, procurement, operations, and administration of the program. The Treasurer shall serve on the Marine Development Committee. The Committee shall report the status of the program to the Board of Directors at each of its regular meetings. The University Advancement Support Assistant shall sit on the committee as a non-voting member.

g. Other Committees - The Board, by resolution, may designate and approve one or more special, ad hoc, or short-term committees, which shall be vested with such powers, duties, and limitations as the Board shall from time to time determine. The Board shall appoint the members of such committees, who need not be Directors, including their chair. The CMAF Executive Director shall sit as a voting member on all committees.

ARTICLE VI. OFFICERS

Section 1. Officers - The officers of the Foundation shall be the Chair, President, Secretary, Treasurer and Executive Director.

Section 2. Foundation President - The President of The California Maritime Academy shall serve as President of The California Maritime Academy Foundation.

Section 3. Foundation Executive Director - The Vice President for Advancement of The California Maritime Academy shall serve as the Executive Director of The California Maritime Academy Foundation and shall be responsible for:

a. Planning and executing fund raising activities including the annual fund, major gifts and capital and/or comprehensive campaigns;
b. Notifying all board members of all regular and special meetings of the Board at least seven days in advance of said meeting;
c. Preparing the Foundation Annual Budget for approval at the Board's Annual Meeting;
d. Publishing and posting on the Academy website a Foundation Annual Report of donors and the overall disbursement of gift funds;
e. Reporting the expenditure of foundation scholarship funds to the Board;
f. Immediately notifying the Foundation Chair on all matters that directly affect the Foundation including actions taken by CSU and/or the Academy. The Chair will then determine if such actions require the approval of the Board;
g. Processing of gifts and providing appropriate donor receipts and pledge reminders.
h. Developing foundation policies and procedures;
i. Overseeing the day-to-day activities of the foundation;

j. Overseeing the CMAF Raisers Edge central database which is the source of all CMAF gift reports and donor history;
k. Providing day-to-day supervision of the work of the foundation controller; and
l. Producing and submitting all required CSU and VSE annual reports top the CSU Chancellors Office.

Section 4. Foundation Treasurer - The Foundation Treasurer shall be a member of the Board of Directors. The Treasurer shall be the chair of the Finance Committee and serve as the chief financial officer of the Foundation.

Section 5. Terms of Office - All officers, with the exception of the President, Executive Director and Treasurer, shall be elected at the Annual Meeting by a majority vote of members of the Board of Directors present, and shall serve a three (3) year term, unless their term of office is terminated sooner by the Board of Directors.

Section 6. Terminations and Resignations - Any officer, except the ex-officio officers, may be removed from office at a duly constituted meeting by a majority vote of the Board of Directors. An officer of the Foundation may resign at any time by giving written notice to the Chair. The Chair may so resign by giving written notice to the President.

Section 7. Officer Vacancies - If a vacancy occurs in any office for any reason, the Board of Directors may at a duly constituted meeting elect a successor who shall hold office for the unexpired term.

Section 8. Officer Duties - The Officers of the Foundation shall have the following duties and responsibilities.

a. **Chair -** The Chair shall preside at meetings of the Board of Directors and may be an ex-officio member of Board committees except the Governance and Audit committees, and shall have such other duties as may be prescribed from time to time by the Board. In the absence of the Chair, the President shall preside, and in the absence of both the Chair and the President, the Vice Chair shall preside or the Board may elect a temporary Chair.

b. **President -** During the absence or disability of the Chair, the President shall have all the powers and functions of the Chair and shall perform such other duties, as the Board shall prescribe. In addition, the President will review auxiliary programs and budget, and require discontinuance of activities not in conformity with policies of the CSU Board of Trustees and the campus. As required by the Chancellor, the CSU, and/or CSU Board of Trustees, the President may designate the Vice President for Administration and Finance to be responsible for overall CMAF fiduciary matters.

c. **Secretary -** The Secretary shall attend all meetings of the Board of Directors and keep and maintain a full record of its proceedings. In the absence of the Secretary, the Chair shall appoint an Acting Secretary. The Secretary shall be responsible for the safekeeping of all records belonging to the Foundation and shall have custody of the corporate seal.

   The Secretary shall ensure that the Foundation Board complies with California State statutes and the directives of the Secretary of State of the State of California. Record retention will be in compliance with the CSU Auxiliary Record Retention Policy.

   The Secretary signs such instruments as require the signature of the Secretary and, in general, performs all the duties incident to the office of Secretary and such other duties as may from time to time be assigned by the Board of Directors.

d. **The Treasurer -** subject to the direction of the President, shall have charge and custody or be responsible for all funds and securities of the corporation; receive and give receipt for moneys due and payable to the corporation from any source whatsoever, with the exception of donor gifts and pledges; deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as the Board of Directors shall select, and in general perform all the duties incident to the office of Treasurer. The Treasurer shall perform his/her functions by designating the day-to-day responsibilities to the controller of the CMAF.

   The accounts of the Foundation shall be audited at such times and in such manner as specified in Article IX, Section 2. The funds of the Foundation shall be deposited in such bank or trust companies as the Board of Directors shall designate and shall be drawn out only by check signed by persons designated by the Board of Directors. The Treasurer shall have such further powers and duties, as the Board of Directors shall from time to time prescribe.

e. The Controller of the Academy also serves as the Controller for the CMAF.

Section 9. Other Duties - The officers shall perform other duties as may be assigned to them from time to time by the Board of Directors in addition to those duties set forth in these By-Laws.

ARTICLE VII. INDEMNIFICATION

Section 1. Right of Indemnity - To the fullest extent permitted by law, the corporation shall indemnify its Directors, Officers, employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, 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 that Section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was person described in that section. "Expenses," as used in these By-Laws, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

Section 2. Approval of Indemnity - On written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the Board shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification.

Section 3. Advancement of Expenses - To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these By-Laws in defending any proceeding covered by those Sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

Section 4. 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, employees or agent's status as such.

Section 5. Personnel - The Foundation may provide part- and full-time employee wages, salaries, working conditions, and benefits comparable to those provided by The California State University. [Education Code Section 89900, Title 5, Section 42405.]

The Foundation has adopted a non-discrimination and affirmative action in employment policy approved by the Chancellor or Chancellor's designee. [Education Code Section 89900, Title 5, Section 42405.]

ARTICLE VIII. MEETINGS OF THE BOARD

Section 1. - Annual Meeting of the Board of Directors The Annual Meeting of the Board of Directors of the Foundation shall be held during the month of June on the campus of The California Maritime Academy at Vallejo, California, unless one month prior to that date the Executive Director, by written notice to all members, has set another date, time and place. When a change of Chair is to occur at the Annual Meeting, the outgoing Chair will begin the meeting and, at a suitable time during the meeting, pass the position to the incoming Chair, who will conclude the meeting.

Section 2. Meetings of the Board of Directors

a. The regular meetings of the Board of Directors shall be held at such time and place as shall be fixed by the Chair, but no less often than quarterly [Education Code Section 89903]. Each member of the Board of Directors shall be notified in writing, at least seven days prior to the date of such meeting [Education Code Section 89920 and Section 89928].
b. Special meetings of the Board of Directors may be called at any time by the Chair of the Board, or by a majority of the members of the Board, by delivering notice personally or in writing to each member of the Board.
c. The call and notice of any special meeting shall be delivered at least 24 hours prior to any meeting and shall specify the time and place of the special meeting and the business to be transacted.
d. Written notification for meetings shall be defined as either hard-copy mail, electronic mail or any other method mutually agreed upon by the Board of Directors.
e. 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 Article 2 (commencing with Section 89920) of Chapter 7 of Part 55 of the Education Code.
f. A quorum shall be a simple majority of the Board. Unless otherwise specified in these By-Laws, all items requiring a vote by members of the Board shall be by majority vote.
g. Parliamentary Authority. Except where these By-Laws provide a different procedural rule, all meetings of the Board of Directors shall be governed by the latest edition of The Standard Code of Parliamentary Procedure, originally authored by Alice Sturgis, who was instrumental in the formation of this Foundation in 1972.

ARTICLE IX. ADMINISTRATION OF FUNDS, ASSETS AND PROPERTY

Section 1. General - The Foundation as an auxiliary of The California State University shall accept grants, contracts, bequests, trusts, and gifts only for purposes consistent with the policies of the CSU Trustees. All funds, assets and property of the Foundation shall be administered by the Board of Directors for the benefit of The California Maritime Academy. The funds, assets and property shall be administered in two categories, namely restricted and unrestricted. Gifts and contributions accepted for specific purposes (restricted) shall be administered for those purposes and no others. Gifts and contributions which are not designated for restricted purposes

(i.e., unrestricted contributions) shall be administered at the discretion of the President of the Academy.

Section 2. Audit and Publication of Financial Statements - At the end of each fiscal year, the Audit Committee shall select a certified public accountant to perform a fiscal audit and present the name(s) to the Finance Committee for their approval. When completed, the financials will be reviewed and approved by the Audit Committee, the Finance Committee and recommended for approval to the CMAF Board of Directors. After approval by the CMAF Board of Directors, the audit shall be submitted by the Executive Director of CMAF to the CSU Chancellors Office on the date or dates designated by the Chancellors Office. The annual fiscal audit shall be performed in accordance with standard system-wide procedures prescribed by the Chancellor. The annual audited financial statements will be made available to the Attorney General and members of the public for public inspection no later than nine months following the close of the fiscal year. The CMAF Financial Statements will also be posted on the CMAF Transparency web page (California Education Code Section 89900 and Title 5, Subchapter 6, Auxiliary Organizations, Article 1, Section 42408.)

Section 3. Fiscal Year - The fiscal year shall be one calendar year beginning July 1 and ending on June 30.

Section 4. Annual Budget - The Board of Directors shall consider and approve an Annual Budget for the next fiscal year by the 30th of June each year.

Section 5. Authority - Title 5, Section 42402 establishes the authority of the President of the Academy to require the Foundation to operate in conformity with policy of the CSU Board of Trustees and the campus.

ARTICLE X. CONTRACTS, LOANS, BORROWING, CHECKS AND DEPOSITS

Section 1. Contracts - The Board of Directors may authorize any officer or agent of the corporation, in addition to the Officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

Section 2. Loans - Financing transactions of the Foundation shall conform with CSU Executive Order #994 dated October 23, 2006 and titled "Financing and Debt Management Policy – Project Development and the Systemwide Revenue Bond Program."

Section 3. Borrowing - No loan shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.

Section 4. Checks, Drafts, Etc. - All checks, drafts, or other orders for payment of money, and all notes or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as, from time to time, shall be determined by resolution of the Board of Directors.

Section 5. Deposits - All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

ARTICLE XI. AMENDMENT OF BY-LAWS, ARTICLES OF INCORPORATION AND ARCHIVAL RESPONSIBILITIES

Section 1. Amendments - The By-Laws and the Articles of Incorporation of the California Maritime Academy Foundation may be amended by the Board of Directors at any duly-constituted meeting called for that purpose by an affirmative vote of a majority of the Board of Directors. Said written approvals will be recorded in the minutes of the Board of Directors.

Section 2. Archival of Records - The Academy President or his/her designee shall be responsible for archiving the Foundation's By-Laws, Articles of Incorporation, and all official statements of policy or procedure promulgated by the Board or administrative personnel in the exercise of duties. Retention must be in keeping with the CSU Chancellor's Office record retention policies and procedures.

ARTICLE XII. DISSOLUTION

Section 1. Dissolution - Dissolution of the California Maritime Academy Foundation may be approved by majority vote of the members of the Board of Directors at the Annual Meeting or any special meeting called for that purpose.

Section 2. Dissolution by CSU - If at any time the California Maritime Academy Foundation shall be removed from the good standing list of the CSU in accordance with Title 5, section 42406 and Executive Order 698, the corporation shall be dissolved without further vote by the Board of Directors.

Section 3. Disbursement of Assets - Upon dissolution of the Foundation, net assets, other than trust funds, will be distributed to a successor approved by the President of The California Maritime Academy (or designee) and the CSU Board of Trustees.

HISTORY: XXXX
REVISED AND APPROVED: 6/11/2008
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