

BYLAWS
For the Regulation, Except
As Otherwise Provided By Statute
or the Articles of Incorporation
of the
CSU-ERFA CHARITABLE FOUNDATION,
a California Nonprofit Public Benefit Corporation

ARTICLE ONE: PRINCIPAL OFFICE

The corporation's principal office is fixed and located at:

18111 NORDHOFF STREET
NORTHRIDGE, CA 91330-8339

The Board of Directors (herein called the Board) is granted full power and authority to change the principal office from one location to another. Any such change shall be noted on these Bylaws opposite this Article, or this Article may be amended to identify the new location.

ARTICLE TWO: OBJECTIVES, PURPOSES AND ACTIVITIES

SECTION 1. OBJECTIVES AND PURPOSES

The primary objectives and purposes of this corporation shall be to support scholarly research and creative activities conducted by CSU retirees who are members of the California State University Emeritus and Retired Faculty and Staff Association (herein known as CSU-ERFSA).

SECTION 2. TYPES OF ACTIVITIES

Examples of types of activities are as follows:

- 1) Research that contributes to the quality of life of retirees, including but not limited to retirement policies and practices throughout the country affecting the benefits, rights and privileges of retirees;

- 2) Public policies related to the maintenance and quality of life of retirees;
- 3) Publication endeavors of retirees as contributing members of their professional communities;
- 4) Conducting projects pertaining to the history of the institutions related to the college and university systems;
- 5) Research and creative projects that directly benefit a given academic discipline.

ARTICLE THREE: MEMBERS

SECTION 1: DETERMINATION OF MEMBERS

- A. This corporation shall make no provisions for members. However, pursuant to Section 5310(b) of the California Nonprofit Public Benefit Corporation Law, any action that would otherwise, under law or the provisions of the Articles of Incorporation or the Bylaws of this corporation, require approval by a majority of all members or approval by the members, shall only require the approval of the Board of Directors.
- B. It shall be permissible for the corporation and its directors and officers to use the term “member” when referring to any person affiliated or associated with the corporation and its activities. Under no circumstances shall such reference be deemed to confer any right upon such person to vote for the election of the directors, for the sale of substantially all of the assets of the corporation, or for a merger or dissolution of the corporation, which rights shall remain exclusively with the Board of Directors.

ARTICLE FOUR: DIRECTORS

SECTION 1. NUMBER

The corporation shall have seven (7) directors and collectively they shall be known as the Board of Directors.

SECTION 2. POWERS

Subject to limitations of the Articles of Incorporation, of these Bylaws, and of the California Nonprofit Public Benefit Corporation Law, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the corporation to any person or persons provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

- 1) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws.

- 2) Supervise all officers and agents of the corporation to assure that their duties are performed properly.
- 3) Meet at such times and places as required by these Bylaws.

SECTION 3. SELECTION AND TERMS OF OFFICE

- A. Four of the directors shall be ex-officio voting members of the Board. They are officers of CSU-ERFSA, namely the President, Vice-President, Immediate Past-President or most recent Past-President, and Treasurer.
- B. Three of the directors shall be elected by the four ex-officio directors and the two elected directors whose terms are not expiring. They shall be voting directors, each shall serve a three-year term, and their terms shall be staggered. At the regular meeting of the Board in the spring, the position of the elected director whose term is expiring shall be filled by a vote of the other members of the Board. Those directors will either elect a successor or reelect the incumbent.

SECTION 4. COMPENSATION

Directors shall serve without compensation except that they may be allowed such reimbursement for expenses as may be fixed or determined by the Board.

SECTION 5. ADVISOR(S) TO THE BOARD

The Executive Director of CSU-ERFSA shall serve as an advisor to the Board. The Executive Director's role is to provide general support for the work of the Foundation and to facilitate CSU-ERFSA's financial assistance to the Foundation.

SECTION 6. REGULAR MEETINGS

Regular meetings of the Board shall normally be held two times annually, once in the spring and once in the fall.

SECTION 7. SPECIAL MEETINGS

Special meetings of the Board may be called by any director. The President, in consultation with the members of the Board, will determine the date, time, and place of the meeting.

SECTION 8. PLACE OF MEETINGS

Regular meetings shall be held at the location of the CSU-ERFSA State Council meetings unless otherwise provided by the Board. Special meetings may be held with the consent of the Board at a place which allows for reasonable planning on the part of each member of the Board. Any meeting, regular or special, may be held by telephone or video conferencing.

SECTION 9. NOTICE OF MEETINGS

Notice of regular meetings of the Board will be sent to all directors, the Chair of the Grants Committee, and the CSU-ERFSA office by electronic means (e.g., email, text) at least one month prior to the meeting. The agenda, minutes of the previous meeting and any other relevant documents will be included or sent separately. Notice of special meetings will be sent by the same means to all directors at least two weeks prior to the meeting and will include information relevant to the subject of the meeting.

SECTION 10. QUORUM FOR MEETINGS

Four directors constitutes a quorum of the Board for the transaction of business, except to adjourn as provided in Section 11 of this Article. 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 regarded as an act of the Board, unless a greater number be required by law or by the Articles of Incorporation, except as provided in the next sentence. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

SECTION 11. ADJOURNED MEETINGS

A majority of the directors present, whether or not a quorum is present, may adjourn any Board meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place is fixed at the meeting adjourned.

SECTION 12. ACTION WITHOUT MEETING

Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent to such action. A typical example is action taken by e-mail vote. Any such action shall be filed with the minutes of the next regular meeting of the Board.

SECTION 13. VACANCIES

- A. Vacancies on the Board shall exist on the death, resignation, or removal of any director, and whenever the number of authorized directors is increased.
- B. The Board may declare vacant the office of a director who has been declared of unsound mind by a final order of the court, or convicted of a felony, or has been removed from office by order of the Superior Court for engaging in fraudulent acts pursuant to Section 5233 of the California Nonprofit Public Benefit Corporation Law.
- C. Any director may resign by giving written notice to the President, the Secretary or the Board. The resignation is effective immediately unless the notice specifies a later time for it to take effect. No director may resign if the corporation would then be left without a duly selected director or directors in charge of its affairs.
- D. Vacancies on the Board may be filled by a majority of the directors then in office, whether or not less than a quorum, or by a sole remaining director.
- E. A person selected to fill a vacancy as provided in this section shall hold office until the next regular meeting of the Board of Directors or until his or her death, resignation, or removal from office.

SECTION 14. NON-LIABILITY OF OFFICERS

The directors shall not be personally liable for the debts, liabilities or other obligations of the corporation.

SECTION 15. COMMITTEES

- A. The Board may appoint one or more committees, each consisting of two or more directors, and delegate to such committees any of the authority of the Board except with respect to:
 - 1) The approval of any action for which the California Nonprofit Public Benefit Corporation Law also requires approval of the members or a majority of all members, if any;
 - 2) The filling of vacancies on the Board or on any committee;
 - 3) The amendment or repeal of Bylaws or the adoption of new Bylaws;
 - 4) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable; or
 - 5) The appointment of other committees of the Board or members thereof.
- B. Any such committee must be created, and the members thereof appointed, by resolution adopted by a majority of the authorized number of directors then in office, provided a quorum is present. Any such committee may be designated an Executive Committee or by such other name as the Board shall specify. The Board may appoint, in the same manner, alternate members of any committee who may replace any absent member at any meeting of the committee. The Board shall have the power to prescribe the manner

in which the proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of this Article applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee.

ARTICLE FIVE: OFFICERS

SECTION 1. OFFICERS

The officers of the corporation shall be a President, a Vice President, a Secretary and a Treasurer. The corporation may also have, at the discretion of the Board, such other officers as may be elected or appointed in accordance with the provisions of Section 3 of this Article. Any number of offices may be held by the same person unless the Articles of Incorporation or Bylaws provide otherwise.

SECTION 2. ELECTION

The officers of the corporation, except such officers as may be elected or appointed in accordance with the provisions of Section 3 or Section 5 of this Article, shall be chosen by, and shall serve at the pleasure of the Board. They shall hold their respective offices for three years or until their resignation, removal or other disqualification from service. They shall hold office until their respective successors are elected or they are reelected.

SECTION 3. SUBORDINATE OFFICERS

The Board may elect, and may empower the President to 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 provided in these Bylaws or as the Board may from time to time determine.

SECTION 4. REMOVAL AND RESIGNATION

- A. Any officer may be removed with cause by the Board at any time or, except in the case of an officer chosen by the Board, by any officer upon whom such power of removal may be conferred by the Board. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment of the officer.
- B. Any officer may resign at any time by giving written notice to the corporation, but without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any such resignation shall take effect as of the date of receipt of such notice or at any later time specified therein. The acceptance of the resignation shall not be necessary to make it effective.

SECTION 5. 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 election or appointment to such office, provided such vacancies shall be filled as they occur and not on an annual basis.

SECTION 6. PRESIDENT

The President is the general manager and chief executive officer of the corporation and has, subject to the control of the Board, general supervision, direction and control of the business and officers of the corporation. The President shall preside at all meetings of the Board. The President has the general powers and duties of management usually vested in the office of the president and general manager of a corporation and such other powers and duties may be prescribed by the Board.

SECTION 7. VICE PRESIDENT

In the absence or disability of the President, the Vice President shall perform all the duties of the President and, when so acting, shall have all the powers of and be subject to all of the restrictions upon the President. The Vice President shall have other such powers and perform such other duties as from time to time may be prescribed by the Board.

SECTION 8. SECRETARY

The Secretary shall keep or cause to be kept, at the principal office and such other place as the Board may order, a book of minutes of all meetings of the Board and its committees, with the time and the place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at the Board and committee meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office of the corporation, the original or a copy of the Articles of Incorporation and Bylaws, as amended to date. The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given, and shall have other such powers and perform other such duties as they may be prescribed by the Board.

SECTION 9. TREASURER

- A. The Treasurer is the chief financial officer of the corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of business transactions of the corporation. The books of accounts shall be at all times open to inspection by any director.
- B. The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board. The Treasurer shall dispense the funds of the corporation as may be ordered by the Board, shall render to the President and the directors, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the corporation, and shall have other such powers and perform other such duties as may be prescribed by the Board.

- C. Under the supervision of the Treasurer, the Executive Director of CSU-ERFSA may distribute funds from the Foundation accounts to cover the cost of grants recommended by the CSU-ERFSA Grants Committee and approved by the CSU-ERFSA Executive Committee.

SECTION 10. COMPENSATION

The officers shall serve without compensation.

ARTICLE SIX: INSPECTION OF CORPORATE RECORDS

Subject to the provisions of Section 5230 of the California Nonprofit Public Benefit Corporation Law, the accounting books and minutes of the proceedings of the Board and committees of the Board, as well as all other documents specified in Article Five, Section 8, shall be open to inspection by a director or officer of the corporation at any reasonable time upon written demand on the corporation for a purpose reasonably related to such person's interest as a director or officer.

ARTICLE SEVEN: CONFLICT OF INTEREST

SECTION 1. OVERALL PRINCIPLE

It is imperative that there be no actual or appearance of any conflict of interest.

SECTION 2. GRANT PROPOSALS

The Board of Directors and the Grants Committee members are not eligible to apply for a grant.

SECTION 3. CSU-ERFA CHARITABLE FOUNDATION BOARD DIRECTORS

- A. Members of CSU-ERFSA who are current grant recipients or have received a grant in the previous two years are not eligible to serve on the Board.
- B. Board Directors and Grants Committee members shall have no familial relationships.

ARTICLE EIGHT: OTHER PROVISIONS

SECTION 1. ENDORSEMENT OF DOCUMENTS AND CONTRACTS

Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing and any assignment or endorsement thereof executed or entered into between the corporation and any other person, when signed by the President, the Vice President, the Secretary or the Treasurer of the corporation, shall be valid and binding on the corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board and, unless so authorized by the Board, no officer or agent shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

SECTION 2. REPRESENTATION OF SHARES OF OTHER CORPORATIONS

The President or any other officer or officers authorized by the Board or the President are each authorized to vote, represent and exercise on behalf of the corporation all rights incident to any and all shares of any corporation or corporations standing in the name of the corporation. The authority herein granted may be exercised either by any such officer in person or by any other person authorized to do so by proxy or power of attorney duly executed by said officer.

SECTION 3. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS AND OTHER AGENTS

- A. To the extent that a person who is or was a director, officer or agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is or was an agent of the corporation, or has been successful in defense of any claim, issue or matter therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.
- B. If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by the corporation, but only to the extent allowed by and in accordance with the requirements of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

SECTION 4. CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws.

SECTION 5. FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of July and end on the last day of June in each year.

SECTION 6. AMENDMENTS TO BYLAWS

These Bylaws may be amended or repealed by approval of the Board.

SECTION 7. AMENDMENTS TO THE ARTICLES OF INCORPORATION

- A. Any amendments to the Articles of Incorporation may be adopted by approval of the Board.
- B. Notwithstanding the above sections of this Article, this corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation and of the names and addresses of the first directors of the corporation nor the name and address of its initial agent, except to correct an error in such statement or to delete either statement after the corporation has filed a "Statement by a Domestic Non-Profit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

SECTION 8. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No director, officer or other person connected with the corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation. However, this provision shall not prevent payment to any such person or reasonable compensation for services performed for the corporation in effecting any of its charitable purposes so long as such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board. No such person or persons shall be entitled to share in the distribution of, and shall not receive any of the corporate assets on dissolution of the corporation.

SECTION 9. PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Newly Revised, latest edition, shall be the parliamentary authority for this foundation.

CERTIFICATION OF THE ADOPTION OF THESE BYLAWS

We, the duly selected Board of Directors of the CSU-ERFA Charitable Foundation, a California Nonprofit Public Benefit Corporation, certify that at the regular meeting of the Board on April 15, 2021, and with a quorum present, we adopted these Bylaws as a replacement for those previously in place. A summary of the discussion and votes taken are duly noted in the minutes of that meeting.

A list of the directors and the officers are as follows:

David Quadro, President and Director

William Blischke, Vice President and Director

Susan Holl, Secretary and Director

Mark Shapiro, Treasurer and Director

Theodore Anagnoson, Director

Diana Guerin, Director

Barry Pasternack, Director