

**COMMUNITY COLLEGE LEAGUE OF CALIFORNIA  
BYLAWS**

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BYLAWS  
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COMMUNITY COLLEGE LEAGUE OF CALIFORNIA

**ARTICLE I**

**Purpose and Membership**

Section 1. **Purpose.** The Corporation shall have such purposes as are now or may hereafter be set forth in its Articles of Incorporation.

Section 2. **Membership.** The membership of the Community College League of California shall be the public community college districts in the State of California.

**ARTICLE II**

**Powers**

The Corporation shall have such powers as are now or may hereafter be granted by the Nonprofit Corporation Law of the State of California, except as limited by the provisions of its Articles of Incorporation or these Bylaws.

**ARTICLE III**

**Offices**

The Corporation shall have and continuously maintain in the County of Sacramento, State of California, a principal office for the transaction of the Corporation's business, and may have such other offices within or without the State of California as the Board of Directors may from time to time determine.

**ARTICLE IV**

**Board of Directors**

Section 1. **Definition of Terms.** For the purpose of these Bylaws, "Board of Directors" or "Board" refers to the Board of Directors of this Corporation, unless otherwise specifically indicated.

Section 2. **General Powers.** All the business and affairs of the Corporation shall be managed and controlled by the Board of Directors.

Section 3. **Number.** The number of Directors shall be ten (10), but may be changed from time to time by action of the Board of Directors.

Section 4. **Composition, Selection and Tenure.** The membership of the Board of Directors of this Corporation shall be as follows:

(a) Five (5) Directors each from the boards of the California Community College Trustees and the Chief Executive Officers of the California Community Colleges that are supported by the dues of the Corporation, housed in the Corporation's principal office, and administered by the employees of the Corporation.

(b) Two (2) Directors from the board of the California Community College Classified Senate that acts to be affiliated with the Corporation for purposes of liaison and coordination of efforts on behalf of the California community colleges, and which is housed in the Corporation's principal office, but is not supported by the dues of the Corporation or administered by the employees of the Corporation.

(c) Each organization shall name its Director(s) not fewer than fifteen (15) days prior to the annual meeting of this Corporation and submit the names to the Secretary of this Corporation.

(d) All directors will serve for one-year terms commencing on the date of this Corporation's annual meeting and continue until their respective successors shall have been selected and qualified.

Section 5. **Resignation and Removal.** Any Director may resign from the Board at any time by giving written notice to the President or the Secretary of the Corporation and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Directors may be removed from office for cause by majority vote of the Board of Directors at any regular meeting of the Board at which a quorum is present, and may also be removed from office at any special meeting at which a quorum is present if appropriate notice of such proposed action has been given. A Director shall automatically be removed from office if he or she fails to attend three consecutive meetings of the Board of Directors without being excused therefrom.

Section 6. **Vacancies.** Any vacancy occurring on the Board of Directors shall be filled in the same manner as the individual formerly occupying that position was selected.

Section 7. **Compensation of Directors.** No Director shall receive any salary or other similar compensation for any services as a Director; however, the Board of Directors may authorize the reimbursement of actual and necessary expenses incurred by individual Directors performing duties as Directors or when the Director serves the Corporation in any other capacity.

Section 8. **Inspection by Directors.** Each Director shall have the right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation for a purpose reasonably related to such person's interest as a Director, provided that such Director shall not have the right to inspect those books, records or documents made privileged or confidential by law. This inspection must be made by the Director in person, provided that the Director may be accompanied by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents. Nothing in this section shall affect the right of the Board of Directors to conduct the business of the Corporation as set forth in these Bylaws.

Section 9. **Dues.** The Board of Directors will establish a dues structure for this Corporation.

## ARTICLE V

### **Indemnification of Directors, Officers, and Other Agents**

Section 1. **Right of Indemnity.** To the fullest extent permitted by law, this 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 a person described in that section. "Expenses," as used in this Bylaw, 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. If the Board cannot authorize indemnification because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to that proceeding, the Board shall promptly call a meeting of members. At that meeting, the members shall 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 members present at the meeting in person or by proxy 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 Bylaws 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, employee's or agent's status as such.

## ARTICLE VI

### **Meetings of the Board of Directors**

Section 1. **Place of Meeting.** All meetings of the Board of Directors shall be held at the office of the Corporation or at such other place as may be designated for that purpose from time to time by the Board.

Section 2. **Regular Meetings.** A regular annual meeting of the Board of Directors shall be held in July of each year. Such meeting shall be held at the principal office of the Corporation or at such other time and place as the Board of Directors may from time to time designate. Such meeting shall be for the purpose of electing officers of the Corporation and for the transaction of such other business as may come before the meeting. The Board of Directors shall provide by resolution for the holding of one or more additional regular meeting(s) during the year.

Section 3. **Special Meetings.** Special meetings of Directors may be called by, or at the direction of the Chair of the Board or by one-third of the voting Directors then in office, to be held at such time and place as shall be designated in the notice of meeting.

Section 4. **Notice of Meeting.**

(a) Notice of the time and place of any meeting of the Board of Directors other than the annual meeting shall be given at least seven (7) days previous thereto by written notice delivered personally or sent by mail, email or fax to each Director at his or her address as shown on the records of the Corporation. If mailed, such notice shall be deemed to be delivered the next day during which regular mail deliveries are made after the day such notice is deposited in the United States Postal Service in a sealed envelope so addressed, with postage thereon pre-paid. If delivered by email or fax, such notice shall be deemed to be delivered the next day after the notice is sent. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting unless required by statute.

(b) The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 5. **Meetings by Telephone.** Any meeting, regular or special, may be held by conference telephone or similar communication equipment so long as all Directors participating in the meeting can hear one another, and all such Directors shall be deemed to be present in person at such meeting.

Section 6. **Validation of Meeting.** The transactions of the Board of Directors at any meeting, however called or noticed, or wherever held, shall be as valid as though at a meeting duly held after call and notice if a quorum be present and if, either before or after the meeting, each Director not present signs a written waiver of notice or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

Section 7. **Quorum and Manner of Acting.** A majority number of Directors in office, shall constitute a quorum for the transaction of business at any meeting of the Board. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 8. **Adjourned Meetings.** A quorum of the Directors may adjourn any Directors' meeting to meet again at a stated day and hour; provided, however, that in the absence of a quorum, a majority of the Directors present at any Directors' meeting,

either regular or special, may adjourn from time to time until the time fixed by the next regular meeting of the Board of Directors. No notice of the time or place or purpose of holding an adjourned meeting need be given to any absent Director if the time and place is fixed at the meeting adjourned.

Section 9. **Action Without Meeting.** Any action required or permitted to be taken by the Board of Directors under any provision of law, the Articles of Incorporation or these Bylaws may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such Directors. Any certificate or other document filed on behalf of this Corporation relating to an action taken by the Board without a meeting shall state that the action was taken by a unanimous written consent of the Board without a meeting, and that the Bylaws of this Corporation authorized its Directors to so act.

Section 10. **Minutes of Meetings and Conduct.** Regular minutes of the proceedings of the Board of Directors shall be kept in a book provided for that purpose. The Chair of the Board shall preside at meetings of the Board of Directors. The Board of Directors may adopt its own rules of procedure insofar as such rules are not inconsistent with, or in conflict with, these Bylaws, the Articles of Incorporation of the Corporation or with the law.

## ARTICLE VII

### Officers

Section 1. **Officers.** The Officers of the Corporation shall be a Chair of the Board, a First Vice Chair/Treasurer, a Second Vice Chair/Secretary, the Immediate Past Chair and the Chief Executive Officer.

The Corporation, at the discretion of the Board of Directors, may have additional officers. All officers, except the Chief Executive Officer, shall be selected from among the Directors. No person may hold more than one office.

Section 2. **Election and Term of Office.** The Officers of the Corporation shall be elected annually by the Board of Directors at its annual meeting. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as may conveniently be scheduled. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Except as provided in the case of Officers appointed under Section 4 of this Article VII herein, each Officer shall hold office for a term of one (1) year and until his or her successor shall have been elected, unless he or she shall sooner resign, be removed, or become ineligible to continue to serve in such capacity.

Section 3. **Removal and Resignation.** Any Officer elected by the Board of Directors may be removed by the Board of Directors at which a quorum is present whenever, in their judgment, the best interests of the Corporation would be served thereby. Any Officer may resign at any time by giving written notice to the President or the Secretary of the Corporation and unless otherwise specified therein the acceptance of such resignation shall not be necessary to make it effective. Any

resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the Officer is a party.

Section 4. **Vacancies.** A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. **Chair of the Board.** The Chair of the Board shall be elected from among the Directors of the Corporation and shall be chairman of and preside at all meetings of the Board of Directors and of the Executive Committee.

The Chair of the Board shall be an ex-officio member of all committees which may be from time to time elected or appointed and may serve as chairman of the Executive Committee.

The Chair of the Board may sign, with the Secretary or any other proper Officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which have been authorized to be executed on behalf of the Corporation, except in cases where the signing thereof shall be expressly delegated by the Board of Directors, or by these Bylaws, or by statute to some other Officer or agent of the Corporation; and, in general, he or she shall perform all duties incident to the functions of the President of the Board of a Corporation and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. **First Vice Chair/Treasurer.** In the absence of the Chair of the Board, the First Vice Chair/Treasurer shall perform the duties of the Chair of the Board. The First Vice Chair/Treasurer, subject to the direction of the Chair of the Board, shall have charge and custody of and 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; 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 and such other duties as from time to time may be assigned to him or her by the Chair of the Board of the Corporation or by the Board of Directors. If required by the Board of Directors, the First Vice Chair/Treasurer shall give a bond for the faithful discharge of his or her other duties in such sum and with such surety as the Board of Directors shall determine.

Section 7. **Second Vice Chair/Secretary.** The Second Vice Chair/Secretary shall keep or cause to be kept a book of minutes at the principal office or at such other place as the Board of Directors may order of all meetings of the Directors and of the Executive Committee, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Directors meetings. The Second Vice Chair/Secretary shall give or cause to be given notice of all the meetings of the Board of Directors required by these Bylaws or by law to be given and he or she shall have such other powers and perform such other duties as may be prescribed by the Board of Directors of these Bylaws.

Section 8. **Immediate Past Chair.** The Immediate Past Chair shall carry out those duties and responsibilities as may be assigned to him or her by the Chair of the Board of the Corporation or by the Board of Directors.

Section 9. **Chief Executive Officer.** The Chief Executive Officer shall be the Chief Executive and Administrative Officer of the Corporation and shall have general overall

supervision of all the business affairs of the Corporation. His or her responsibilities shall include, without limitation, the following:

- (a) Long-range planning;
- (b) Making policy proposals to the Board of Directors;
- (c) Assigning overall responsibility for corporate management;
- (d) The day-to-day administration of the Corporation;
- (e) Selection, employment, control, and discharge of employees; and development and maintenance of personnel policies and practices for the Corporation;
- (f) Supervision of the business affairs of the Corporation so as to insure that funds are collected and expended to the best possible advantage;
- (g) Acting as a representative of the Corporation to the public as well as to governmental and voluntary organizations;
- (h) Preparing an annual budget and periodic reporting on the financial affairs of the Corporation to the Board of Directors.
- (i) Maintenance of the physical properties of the Corporation in a good state of repair and good operating condition;
- (j) Performance of other duties, as specified by the Chair of the board or by the Board of Directors, that may be necessary or appropriate in the best interests of the Corporation; and
- (k) Reporting to the Board of Directors on the performance of corporate functions.

The Chief Executive Officer shall be an ex-officio, non-voting member of the Board of Directors and of all committees, which, from time to time, may be elected or appointed.

## **ARTICLE VIII**

### **Committees**

Section 1. **Committees.** 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:

- (a) The filling of vacancies on the Board or on any committee;
- (b) The fixing of compensation of the Directors for serving on the Board or on any committee;
- (c) The amendment or repeal of Bylaws or the adoption of any new Bylaws;

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

(e) The appointment of other committees of the Board or the Members thereof; or

(f) The approval of any self-dealing transaction, as such transactions are defined in Section 5233(a) of the California Nonprofit Public Benefit Corporation Law.

Any such committee must be created, and the members thereof appointed, by resolution adopted by a majority of the 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 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. Minutes shall be kept of each meeting of each committee.

## ARTICLE IX

### **Contracts, Loans, Checks, Deposits, and Gifts**

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 Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. **Loans.** The Board of Directors shall not make any loan of money or property to or guarantee the obligation of any Director or Officer, unless approved by the Attorney General. The above provisions do not apply to a loan of money to or for the benefit of an Officer in circumstances where the loan is necessary, in the judgment of the Board, to provide financing for the purchase of the principal residence of the Officer in order to secure the services or continued services of the Officer and the loan is secured by the real property purchased with the loan.

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.

Section 6. *Gifts.* The Board of Directors may at their discretion accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any specific purpose of the Corporation.

## ARTICLE X

### Miscellaneous

Section 1. **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 unless otherwise determined by resolution of the Board of Directors.

Section 2. **Rules.** The Board of Directors may adopt, amend, or repeal rules not inconsistent with these Bylaws for the management of the internal affairs of the Corporation and the governance of its officers, agents, committees, and employees.

Section 3. **Books and Records.** The Corporation shall keep correct and complete books and records of account and minutes of the proceedings of the Board of Directors and committees. Copies of the minutes of the Board of Directors and of the committees shall be regularly distributed to each member of the Board of Directors.

Section 4. **Corporate Seal.** The Board of Directors may provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation, the date of its incorporation, and the word "California."

Section 5. **Waiver of Notice.** Whenever any notices are required to be given under the provisions of the Nonprofit Corporation Act of the State of California, or under the provisions of the Articles of Incorporation of the Corporation, or these Bylaws, a waiver thereof in writing signed by the persons entitled to such notice, whether dated before or after the time stated herein, to the extent permitted by law, shall be deemed equivalent to the giving of such notice.

## ARTICLE XI

### Amendment to Bylaws

These Bylaws may be amended at any regular meeting of the Board of Directors by a majority vote of the total voting membership of the Board of Directors, providing that the amendment has been submitted in writing at the previous regular meeting.

Originally Adopted 6/90

Amended Section 3(a), Section 4(e) 4/91

Amended Section 3, Article IV 7/94

Amended Section 4, Article IV 7/94

Added Section 2, Article I 10/95

Amended Section 4, Article 4 4/05

Amended Section 3, Section 4 (a), Section 10, Article VI 3/07

Amended Section 1, Section 5, Section 6, Section 7, Section 8, Article VII 3/07

Amended Section 4, Article IV 04/09