

SAN DIEGO STATE UNIVERSITY FOUNDATION BYLAWS

ARTICLE I

Name

The name of this corporation shall be San Diego State University Foundation.

ARTICLE II

Corporate Powers

The corporate powers of this corporation shall be vested in a Board of no more than seventeen directors, and a majority of the total number of Directors in office shall constitute a quorum for the transaction of business. All nominees of the President of San Diego State University shall be elected by a majority vote of the Board. If the nominator shall for a period of ninety days after a vacancy occurs fail to exercise her or his right to nominate, the Board of Directors may proceed to fill the vacancy. A vote of two-thirds of the total number of Directors in office shall be necessary to elect an individual to the Board in the absence of nomination by the nominator.

This corporation is an auxiliary organization of The California State University, as described in Title 5 of the California Code of Regulations, and has been established to benefit San Diego State University. All actions of this corporation shall be consistent with and governed by the corporation's operating agreement with San Diego State University.

ARTICLE III

Directors

The Board of Directors shall consist of two categories of voting Directors as follows:

Ex officio Directors: The President, the Provost, the Vice President for Research, the Vice President for Business and Financial Affairs, and the President of Associated Students of San Diego State University;

Directors elected by the Board of Directors: Four faculty members of the University recommended by The Senate, nominated by the President, and elected for four-year terms, and up to eight individuals, at least five of whom are "public" members from the community, nominated by the President and elected for three-year terms.

In addition to the voting Directors, the Board of Directors may from time to time upon nomination by the President elect a former voting Director, whose service as such was especially noteworthy or meritorious, to be an emeritus director for one or more two-year terms. Any emeritus director shall be entitled to attend Board and committee meetings (other than closed sessions), but shall have no vote or any of the other powers of a Director under Article IV or elsewhere in these Bylaws.

ARTICLE IV
Power of Directors

Except as otherwise provided in the Articles of Incorporation or the Bylaws, the powers of this corporation shall be exercised, its property controlled, and its affairs conducted by the Board of Directors. Each member of the Board of Directors shall have one vote. There shall be no proxy voting permitted for the transaction of any of the business of the corporation.

Committees: The Board on the advice of the President 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 in any committee;
- (b) The fixing of compensation of the Directors for serving on the Board or on any committee, should the Bylaws be amended to allow such compensation;
- (c) The amendment or repeal of Bylaws or the adoption of 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 number of voting Directors then in office, and provided a quorum is present.

ARTICLE V
Officers

The officers shall be President, Vice President, Secretary, Treasurer, and Associate Secretary and Associate Treasurer. The President of San Diego State University shall serve as President of the corporation. The Vice President for Research of San Diego State University shall serve as Vice President of the corporation. The Vice President for Business and Financial Affairs of San Diego State University shall serve as Treasurer of the corporation. Upon recommendation of the President of the corporation, the Secretary shall be elected annually by a majority of the Directors among the members of the Board. The Board of Directors, upon recommendation of the President of the corporation, shall appoint an Executive Director of the corporation who will report to and serve at the pleasure of the President of the corporation and the Board of Directors. The Executive Director shall serve as Associate Secretary and Associate Treasurer of the corporation.

ARTICLE VI
President

The President shall:

- Preside over all meetings of the membership.
- Sign, as President, all contracts and other legal instruments which have been first approved by the Board of Directors.
- Call the Directors together whenever she or he deems it necessary, at least quarterly, and shall, subject to the advice of the Directors, have direction of the affairs of the corporation, and shall discharge such duties as may be required of her or him by the Bylaws.
- Assure that the corporation's activities and functions are in conformity with policy of The California State University Board of Trustees.
- Assure that the corporation's activities and functions are in conformity with policy of San Diego State University.
- Review and approve the corporation's annual operating budget.
- Inform the Board in writing when she or he has delegated any of the above duties.

ARTICLE VII
Vice President

The Vice President shall:

- Preside at meetings in the absence of the President.
- Under the guidance of the President, be responsible for the overall direction of the programmatic affairs of the corporation, i.e., the general focus of research activity and its integration with the academic mission of the university.
- Report to the Board on programmatic affairs of the corporation.
- Act in the place and stead of the President in the event of her or his absence or inability to act and shall exercise and discharge such other duties as may be required of her or him by the Board.

ARTICLE VIII
Secretary

The Secretary shall:

- Keep a record of the proceedings of the Board of Directors.
- Serve all notices required either by law or by the Bylaws of the corporation.

ARTICLE IX
Treasurer

The Treasurer shall:

- Be responsible for the day to day business operations of the corporation as carried out by the Executive Director.
- Establish a bank account or accounts in the name of the corporation in such bank or banks as the Board of Directors shall designate.
- Be responsible for the collection of monies, the payment of bills and keeping of the accounts and books of the corporation.

ARTICLE X
Executive Director

The Executive Director shall:

- Manage the affairs of the corporation within the programmatic and fiscal policies of the University and the corporation.
- Be responsible to maintain the fiscal viability of the corporation and recommend to the Board policies designed to support that objective.
- As Associate Secretary maintain a full and accurate record of all Board meetings.
- Regularly attend Board meetings and report to the Board on the affairs of the corporation.
- Perform such other duties as the President and the Board may require.

ARTICLE XI

Meetings

Regular Meetings. The Board of Directors shall annually establish date, time and place for holding regular meetings. The Board shall, at least one week prior to the date set for the meeting, give written notice of every regular meeting to any individual or medium that has filed a written request for notice. Any request for notice shall be valid for one year from the date on which it is filed unless a renewal request is filed. The Board of Directors shall not take action on any issue at a regular meeting until that issue has been publicly posted for at least one week.

Special Meetings. A special meeting may be called at any time by the President or Vice President, or a majority of the total number of voting Directors in office. The call and notice of a special meeting shall be delivered at least 24 hours prior to any meeting and shall specify the date, time and place of the special meeting and the business to be transacted. No other business shall be considered at a special meeting by the Board of Directors.

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 regular or special meeting to consider those matters that may lawfully be considered in such sessions under the Education Code Part 55, Chapter 7, Section 89920, Article 2.

ARTICLE XII

Place of Meetings

Meetings of the Board of Directors shall be held at any place within this State, which has been designated from time to time by resolution of the Board or by written consent of a majority of the Directors in office. In the absence of such designation meetings shall be held at the principal office of this corporation.

ARTICLE XIII

Notices

Written notice of the time and place of meetings shall be delivered personally to each Director or sent to each Director by mail or other form of written communication, addressed to her or him at her or his University or home address. Such notices shall be transmitted in such a manner that they be delivered at least seven (7) days prior to the time of the meeting. Written notice of any meeting shall also be given to any person who requests such notice in writing.

ARTICLE XIV

Removal of Directors

Any Director other than an ex officio Director of this corporation may be removed at any time by two-thirds vote of the total number of Directors in office.

ARTICLE XV

These Bylaws may be amended or repealed by a majority of the total number of Directors in office at any regular or special meeting of the Board of Directors.

These Bylaws were adopted at a meeting held at San Diego State University on February 23, 1943, and amended at meetings held on April 19, 1956; October 15, 1956; March 11, 1968; December 17, 1970; April 22, 1974; May 22, 1975; February 18, 1977; May 26, 1977; May 18, 1979; November 14, 1979; October 26, 1994; October 20, 1995; February 23, 2001; December 14, 2001; September 28, 2007, September 24, 2010 and September 26, 2014.