



**SAN DIEGO  
COLLEGE OF  
CONTINUING  
EDUCATION  
FOUNDATION**

~ SINCE 2008 ~

**BOARD OF DIRECTORS**

Neill K. Kovrig  
*President*

Roma Weaver  
*Vice President*

Bill Grimes  
*Secretary*

Mary LeDuc  
*Treasurer*

**BOARD MEMBERS**

Gretchen Bitterlin

Shakerra Carter, Ed.D.

Tina M. King, Ed.D.

Andrei Lucas

Michele Madrid Novak

Sany Ramirez

Jacqueline Sabanos

Minou Spradley, Ph.D.

Tami Foy, Ph.D.  
*CEO/Executive Director*

**Regular Meeting of the San Diego College of Continuing  
Education Foundation Board of Directors**

**Wednesday, September 18, 2024 | 9:00 - 11:00 A.M.**

In-Person ECC Conference Room 106

- I. **Call to Order, Welcome and Introductions**
  - II. Public Comments (3 min; if additional comments received, reserved time at Roundtable)
  - III. Foundation Staff Report (20 min) – Tami Foy
    - Administration -- Tami Foy
    - Development -- Tami Foy
    - ETi – Caron Lieber
  - IV. Finance Report – Mary LeDuc
  - V. Budget Presentation – Gina
  - VI. Strategic Plan Update (Draft) – Tami Foy
  - VII. Consent Calendar (5 min)
    - A. Reports Received – 07/17/24 & 09/18/2024 (Recommended Action: Note and File Foundation and Finance Report)
    - B. Approval of Minutes – 05/15/2024 & 07/17/2024
    - C. Second Reading: Bylaws-proposal to expand the composition of the Board by five (5) additional members, selection criteria, and terms of office, Article 5, Sections 5.1- 5.8.
    - D. Second Reading: Policy 01-2021R: Revise Policy 01-2021, on Contracts, to increase the delegation of authority and contracts authorization limit for the CEO/Executive Director from \$10,000 to \$200,000 without prior Board approval
    - E. Credit Cards: Adopt revision to Credit Card Authorized Card Holders and Credit Limits
    - F. Articles of Incorporation: Amendment to change the name of the San Diego Continuing Education Foundation to San Diego College of Continuing Education Foundation and Agent for Service of Process to Dr. Tami Foy, CEO/Executive Director
    - G. Resolution: Approving name change of the San Diego Continuing Education Foundation as per the Amendment to the Articles of Incorporation.
    - H. Board Member: Resignation – accept the resignation of Gretchen Bitterlin, Retiree Member, effective September 12, 2024 on receipt of letter tendered to Board President.
    - I. Upcoming Events:
      1. EEO Plan Presentation: Chancellor Smith- October 7, 2:30pm-4:00pm, ECC Conference Room 169
  - VIII. Action on Items Removed from Consent Calendar
  - IX. First Reading: Bylaws-proposal to Election of Officers and Term of Office, Article 4, Sections 4.5.
  - X. Board Member Comments/Roundtable
  - XI. Closed Session: Pursuant to California Government Code Section 54957 et seq., the Board shall adjourn to closed session for the following purpose: PUBLIC EMPLOYEE PERFORMANCE EVALUATION Title: Director, Employee Training Institute (ETi)
  - XII. Adjournment
- Next meeting: November 20, 2024

***Mission:***

*The San Diego College of Continuing Education (SDCCE) Foundation exists to support SDCCE in championing equity by fostering innovation, raising funds for scholarships, eliminating barriers to student success, and positively impacting the community at large.*

***Vision:***

*The San Diego College of Continuing Education Foundation strives to provide all students with the tools and resources to reach their full potential by implementing equitable programs that address economic insecurities and promote progressive, systemic social change.*

*The San Diego College of Continuing Education Foundation is a qualified 501(c)(3) charity and your donation may be tax deductible - please consult your Tax Advisor. Our federal tax identification number is 26-3305140.*



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**DRAFT**

**Regular Meeting of the  
San Diego College of Continuing Education Foundation  
Board of Directors**

Wednesday, May 15, 2024 | 9:00- 11:00am

In-person Room 106

**I. CALL TO ORDER**

The Regular Meeting was called to order by Foundation President, Neill Kovrig at 9:00 A.M. following a quorum call at 9:01 A.M.

The following board members were in attendance:

- Neill Kovrig, President
- Roma Weaver, Vice-President
- Bill Grimes, Secretary
- Mary LeDuc, Treasurer
- Tami Foy
- Sany Ramirez
- Michele Madrid Novak
- Jacqueline Sabanos
- Tina M. King
- Shakerra Carter
- Maureen Rubalcaba
- Minou Spradley
- Gretchen Bitterlin
- Andrei Lucas

The following board members were absent:

- Vincent Balaoing
- Stephanie Lewis

The following guests were present:

- Caron Lieber, ETi Director
- John "Woody" Ledford
- Marquise Jackson, Consultant

Foundation staff present:

- Mariya G. Anton, Secretary



**II. PUBLIC COMMENT- NONE**

**III. FOUNDATION STAFF REPORT**

**ASB/Business Rewards/Benefits Programs and student events:** Michele Madrid Novak/Neill Kovrig

- Concluded Elections
- New Student Trustee elected- Haydee Zuniga
- May 30<sup>th</sup> installation of new ASB Representative
- ASB Bylaws review underway
- Rewards Program for Students
- No student representative for Foundation has been selected.

**ETI: Caron Lieber**

- Arbor & Beautification Day Event- May 17, 2024
- ULCA Graduation-May 24, 2024- Cohort 6
- Miramar- Plumbing and Culinary Class
- Pendleton- Small Business Class
- Submitted 5 year proposal to BRIG Pendleton
- Hospitality Cohort in partnership with SD Labor Council- starting in June 2024

**Administration/Foundation/Development:** Tami Foy, Ph.D.

- Staffing Reports
  - Contracted with Marquise Jackson- Business Development
  - Hired a Fiscal Services Director starting on May 21, 2024
- Grant Award: California Opportunity Youth Apprenticeship (COYA) Planning Grant to establish an Emergency Medical Technician (EMT) Pre-Apprenticeship Program (\$298,430 for Program Year 2024-26)
  - Hire Program Coordinator
  - Each student will get two- \$6K stipends
- Policy Ad hoc Committee Update:
  - Create a SharePoint for members to work on policies
  - Draft samples will be included of the following policies:
    - Credit Card Usage
    - Mileage Reimbursement
    - Reimbursed Expenses
    - Storage and Retention of Accounting Records
    - Procurement Policy including a comprehensive procurement log and calendar
    - Accounting Policy that includes a Cost Allocation Plan
    - Accounting Policy for Reporting Matching Funds



**Program Updates:** Shakerra Carter, Ed.D.

- Gateway and ARP Programs-
  - Concluded Q3 with no corrective actions
  - ARP Contract being renewed for one more year; same funding for Administration
    - Myesha will continue to support ARP and EMT Program
    - ARP Graduation, May 23, 2024
  - Gateway and Youth Foster will be overseen by Kelly Henwood
- PATHWAYS-
  - Dean Rubalcaba will be moving to Instructional Services
  - A new DEAN will be in charge of the program
  - PATHWAYS staff presented at the State's Equity Conference in Anaheim, CA
  - Awarded 4 PATHWAYS Scholarships
  - Working on a program video
  - Annual Report will be presented end of year
  - Served 100 students/cases
  - Working on permanent employment and increasing wages
  - Awards and Completion Celebration June 18<sup>th</sup>- 1-2:30pm

**IV. FINANCE REPORT:** Mary LeDuc/Woody Ledford

- 28% above last year figures, we are where we are expected to be in our budget
- Shortfall in unrestricted donations from last year but still on par
- Revenue on contract are a bit behind- Pendleton contract started late in the year
- Fee Based Revenue- ahead of last year's revenue
- Scholarships Awards- exceeded last year's
- Expenses- over compared to the same time last year
- We are underbudget on the expense side but overbudget on the revenue
- We are only at 61% expenditures compared to 83%
- ETi expenses are higher but revenue is higher too
- Event expenses are higher than last year- reclass as Community Events
- On target with budget- 83%
- Administrative expenses are higher due to several staff searches (CEO and Fiscal Services)
- The COYA grant will show as revenue for next year
- We are still waiting for the last payment from Lucky Duck (December 2024)
- Update on Money Market and Broker Accounts
  - Open accounts with Cal Coast and Wells Fargo brokerage accounts
  - 4.75%- 5.25% interest accounts
  - Ensuring that we are within the FDIC limits



V. **CONSENT CALENDAR**

- a. Reports Received Reports received 5/15/2024- Executive Director's Report and Finance Report
- b. Approval of Minutes- 3/20/2024
- c. Recommendation to contribute to the SDCCD Bond Measure in the amount of \$10K
- f. Upcoming Events
  - o Commencement 2024, Tuesday, June 11, 2024, 5:00pm, Spreckels Organ Pavilion in Balboa Park

Motion to Adopt Consent Calendar

MSP: First, Roma Weaver, Second, Mary LeDuc

No oppositions, No discussion, Consent Calendar Stands Approved

VI. **ACTION ON ITEMS REMOVED FROM CONSENT CALENDAR**

- d. Resolutions
  - o Open a Corporation Account/Security Cash Accounts at Wells Fargo Bank
  - o Add MaryLeDuc and Mark Nesbit II to accounts

Motion to Approve Items Removed from Consent Calendar

MSP: First, Mary LeDuc, Second, Bill Grimes

No oppositions, No discussion, Item Stands Approved

- e. Policies and Procedures
  - o Approval of Performance Evaluation Form- Needs to be completed for all Foundation Program Staff by 6/30/2024 (Removed from consent calendar)- **NOTE AND FILE ITEM- NO ACTION ITEM**

VII. **NEW BUSINESS**

A. **Bylaws: Review proposal to expand the composition of the Board by five (5) additional members, selection criteria, and terms of office-** Neill Kovrig

- Article 5- Section 5.1; 5.2c, 5.2d, 5.2f; 5.3a, 5.3b, 5.3c, 5.3d; 5.4a, 5.4b, 5.4c, 5.4d; 5.5; 5.6, 5.7 and 5.8
- Article 8- Section 8.1- 8.1.1a,b,c
- First Reading

Motion to Move Item as First Reading

MSP: First, Roma Weaver. Second, Maureen Rubalcaba

No oppositions, No discussion



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- B. Policy 01-2021R: Revise Policy 01-2021, on Contracts, to increase the delegation of authority and contracts authorization limit for the Executive Director/CEO from \$10,000 to \$200,000 without prior Board approval; update language to reflect naming conventions- Neill Kovrig

- 1, 2a, 2b, 2c, 2f
- First Reading

Motion to Move Item as First Reading

MSP: First, Roma Weaver Second, Mary LeDuc

No oppositions, No discussion

VIII. CLOSED SESSION- None

IX. ADJOURNMENT Meeting was adjourned at 10:57am.

- Next meeting JULY 17, 2024, Organizational Annual Meeting President's Conference Room 169



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**DRAFT**

**Special Meeting of the  
San Diego College of Continuing Education Foundation  
Board of Directors**

Wednesday, July 17, 2024 | 9:00- 11:00am

In-person ECC Conference Room 106

**I. CALL TO ORDER**

The Annual Organizational Meeting was called to order by SDCEEF President Neill Kovrig at 9:06 A.M. following a quorum call at 9:05 a.m.

The following board members were in attendance:

- Neill Kovrig, President
- Roma Weaver, Vice-President
- Bill Grimes, Secretary
- Tami Foy
- Sany Ramirez
- Michele Madrid Novak
- Minou Spradley
- Jacqueline Sabanos
- Tina M. King arrived

The following board members were absent:

- Gretchen Bitterlin
- Shakerra Carter
- Andrei Lucas
- Mary LeDuc

The following guests were present:

- Caron Lieber
- John "Woody" Ledford
- Myesha Jackson
- Gina Bullard
- Karen Reyes-Cano

Foundation staff present:

- Mariya G. Anton, Secretary

**II. PUBLIC COMMENTS: None**

**III. ANNUAL ORGANIZATION MEETING:**

ANNUAL ORGANIZATIONAL MEETING

**A. Election of Board Officers**

PRESIDENT: Neill Kovrig nominated to be President by Roma Weaver. No other nominations submitted.

MSP: First, Roma Weaver, Second, Sany Ramirez

YAS (7): Roma, Bill, Michele, Sany, Minou, and Jacquie

ABSTAIN (1): Neill

ABSENT (4): Gretchen, Mary, Andrei, Tina

No oppositions, Neill Kovrig-abstained, Nomination Approved

VICE-PRESIDENT: Roma Weaver nominated to be Vice President by Bill Grimes. No other nominations submitted.

MSP: First, Bill Grimes, Second, Jacqueline Sabanos

YAS (7): Bill, Michele, Sany, Minou, Neill, and Jacquie

ABSTAIN (1): Roma

ABSENT (4): Gretchen, Mary, Andrei, Tina

No oppositions, Roma Weaver- abstained, Nomination Approved

SECRETARY: Bill Grimes nominated to be Secretary by Michele Madrid Novak. No other nominations submitted.

MSP: First, Michele Novak, Second, Roma Weaver

YAS (7): Roma, Michele, Sany, Minou, Neill, and Jacquie

ABSTAIN (1): Bill

ABSENT (4): Gretchen, Mary, Andrei, Tina

No oppositions, Bill Grimes- abstained, Nomination Approved

TREASURER: Mary LeDuc nominated to be Treasurer by Bill Grimes. No other nominations submitted.

MSP: First, Roma Weaver, Second, Neill Kovrig

YAS (7): Roma, Bill, Michele, Sany, Minou, Neill and Jacquie

ABSTAIN (1):

ABSENT (4): Gretchen, Mary, Andrei, Tina

No oppositions, No Abstentions, Nomination Approved

**B. Adopt Calendar of Regular Meetings**

Under the Board's guidance within the last two months, a first and a second reading of the Bylaws, which adjusted the Bylaws to allow for a bi-monthly meeting. Pursuant to a calendar adopted at its annual organizational meeting- it does not preclude the Board to schedule additional meetings as necessary called under the provisions of the Brown Act.

The 2024/25 bi-monthly schedule is as follows::

Wednesday, September 18, 2024

Wednesday, November 20, 2024

Wednesday, January 15, 2025

Wednesday, March 19, 2025



Wednesday, May 21, 2025

Wednesday, July 16, 2025 (Annual Organizational Meeting)

The meetings are scheduled from 9am-11am

Motion to Adopt Board Meeting Calendar.

MSP: First, Roma Weaver, Second, Minou Spradley

No oppositions, No discussion

Motion Approved

C. Adjournment to Special Meeting at 9:20am

**Regular Meeting of the  
San Diego College of Continuing Education Foundation  
Board of Directors  
August 3, 2023**

**IV. FOUNDATION STAFF REPORT- Tami Foy**

**Administration/Development: Tami Foy**

- Introductions of new Foundation Staff
- New grant award- COYA
- Policy Ad Hoc Committee folder created, and policies have been added for the committee to review
- Working on implementing Strategic Planning findings
- End of Year Report- Donor Report
- Donor Tracking Software

**Program Updates**

Gateway Program- Dr Franklin Garrett is now in charge

- Year renewal of the program for 2024/25
- Program out of corrective action status

ARP Program- Myesha Jackson

- Planning Cohort 3 for September
- Waiting for SDWP to renew contract
- Cohort 1 students joined Painters Union and Sheet Metal Trades
- Cohort 2 students (2 students joined the Local 300)

Pathways Program Update:

- Drew Moser has requested a monthly success story
- Pathways has a new flyer and social media

- Pathways will finalize report by December 2024
- Celebration held on June 18<sup>th</sup> from 1-2:30pm
- Quarter 2- 12 participants and 27 affiliates
- Total for the year: 100 participants, 111 affiliates
- Program exceeded enrollment targets
- On September 25<sup>th</sup>- Empowering Keynote Event
- On September 26<sup>th</sup>- will host a workshop

**ETI: Caron Lieber –**

- Naval Special Warfare: 5-year sole source contract waiting for proposal to be open for bid
- New contract with SDCCD for 3 years- MS Applications Training program for all employees
- BRIG Miramar has opened the contract for bid, we have placed our bid for 7 unique courses
- Waiting for BRIG Pendleton to open proposal for bid- this would be a 5-year sole contract
- Hospitality Cohorts in partnership with Partnership with a Better San Diego- we have a contract for conduct 5 cohorts in both English and Spanish for the next two years.
- California Conservation Corps tour of ECC and North City- over 80 trainees and staff attended- very n.

V. FINANCE REPORT:

Gina:

**San Diego College of Continuing Education Foundation**

Proposed Budget

Year Ending June 30, 2025

2023-25 Budget			
	Program Direct	Admin Indirect	TOTAL
<b>Revenue &amp; Support:</b>			
Grant Contract revenue	2,016,052	-	2,016,052
ETi revenue, contract-based	1,616,250	-	1,616,250
Donations, restricted	-	-	-
Donations, Unrestricted	-	80,000	80,000
ETi revenue, fee-based	144,000	-	144,000
Scholarship income received *	-	-	-
<b>Total Revenue &amp; Support</b>	<b>3,776,302</b>	<b>80,000</b>	<b>3,856,302</b>
<b>Expenses:</b>			
Personnel expense	1,153,702	442,400	1,596,102
Additional Student support	-	-	-
<u>ETi expenses</u>	-	-	-
ETi subcontractors	826,225	-	826,225
ETi supplies & expense	130,896	-	130,896
Other ETi expense	-	-	-
Program Participant expense	765,541	-	765,541
Program subcontractors	93,867	-	93,867
Administrative expense	231,795	75,113	306,908
Development	-	50,000	50,000
Program supplies & expense	4,610	-	4,610
Event expense	30,000	25,000	55,000
Program Staff training & development	27,152	-	27,152
Scholarships given *	-	-	-
<b>Total Expenses</b>	<b>3,263,789</b>	<b>592,513</b>	<b>3,856,302</b>
<b>Net</b>	<b>512,513</b>	<b>(512,513)</b>	<b>-</b>

Notes

\* As in prior years, scholarships are assumed to be a net zero, with all amounts received being distributed to students.

Meeting was adjourned at 9:58am- no quorum.

**SAN DIEGO COLLEGE OF CONTINUING EDUCATION FOUNDATION BYLAWS  
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## **ARTICLE 1**      **NAME AND PURPOSE**

### **Section 1.1**      **Name**

The name of this corporation is The San Diego College of Continuing Education Foundation, hereinafter “The Foundation,” or “The SDCCE Foundation.” A “d/b/a” may be filed with the State of California to address any variations on the formal name of the organization which exist related to the addition of the word “College” in the name of the institution supported by the Corporation.

### **Section 1.2**      **Purpose**

The purpose of the San Diego College of Continuing Education Foundation, as an auxiliary organization pursuant to Education Code Sections 72670-72682, includes those activities which support specified programs that are an integral part of and for the benefit of the San Diego College of Continuing Education. These include:

- A.      Administration and management of: (a) scholarships and charitable contributions; (b) federal/state projects including some restricted grant functions only as allowed by SDCCD and Education Code; and (c) fee-based and contract education.
- B.      Conducting campaigns for: (a) gifts, bequests, devises, endowments, and trusts; (b) loans, scholarship and grants-in-aids; (c) workshops, conferences, institutes, and federal/state projects; and (d) approved public relations programs on behalf of San Diego College of Continuing Education.
- C.      Fundraising efforts for the purpose of student and alumni scholarships and achievement awards.
- D.      Participation in other charitable and educational activities associated with the advancement of education as permitted by applicable law.

## **ARTICLE 2**      **MISSION AND LIMITATIONS**

### **Section 2.1**      **Mission**

The mission of the San Diego College of Continuing Education Foundation is to promote and assist the San Diego College of Continuing Education with supportive services and specialized programs.

### **Section 2.2**      **Nonprofit Status**

This corporation is organized exclusively for the charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”). Notwithstanding any other provision of these Bylaws, this Corporation shall not carry on any other substantial activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code. It is organized under the California Nonprofit Public Benefit Corporation Law for public and charitable purposes. These Bylaws shall be interpreted as necessary to maintain the Corporation’s tax-exempt status.

### **ARTICLE 3**      **MEMBERSHIP AND FISCAL YEAR**

#### **Section 3.1**      **Membership**

The San Diego College of Continuing Education Foundation shall have no members.

#### **Section 3.2**      **Fiscal and Administrative Year**

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

### **ARTICLE 4**      **BOARD OFFICERS**

#### **Section 4.1**      **President**

The President shall:

- A. Be responsible for the general management of the Corporation.
- B. Oversee and direct the corporation's activities, affairs, and officers.
- C. Preside at all Board meetings.

#### **Section 4.2**      **Vice President**

The Vice President shall:

- A. Be responsible for the overall direction of the Corporation while working with the President. Perform all duties during the absence of the President.
- B. Regularly attend Board meetings.
- C. Perform other duties as assigned.

#### **Section 4.3**      **Secretary**

The Secretary shall:

- A. Provide the official function and responsibility for the Board minutes and recordkeeping of meetings which include: time, place, date, absences, attendance, and records of any action the Board pursues and completes.
- B. Update and maintain the Articles of Incorporation and Bylaws, so that these are kept both electronically and physically at the principal office.
- C. Notify or oversee the notification of the Board on all meetings.
- D. Keep records on terms of office for all directors.
- E. Perform other duties as assigned.

#### **Section 4.4**      **Treasurer (Chief Financial Officer)**

A. The Treasurer shall:

- a. Keep and maintain adequate account books of the Corporation's properties and transactions.
- b. Review and oversee financial statements and reports.
- c. Ensure the board is provided with information to fulfill its responsibility for

- the control and management of all assets of the Foundation
- d. Establish a bank account in the name of the Corporation, deposit money, and disburse the corporation's funds as the Board directs.
- e. Ensure the proper accounting for all funds, donations, or contributions which designate the Foundation as recipient.
- f. Ensure gift acceptance policy and procedures are consistent with SDCCD policies to solicit and receive such money and property.
- g. Ensure financial controls for any restricted or conditional gifts, with the exception of scholarships, which in any way obligates the Corporation are not be accepted without the prior written consent of the Corporation President, SDCCD Chancellor or other SDCCD/Corporation official with delegated written authority.
- h. Perform other duties as assigned.
- B. As overseen by the Treasurer, the account books shall:
  - a. Include an annual budget of assets, liabilities, and trust funds of the Corporation as of the end of the fiscal year in accordance with Section 15.6 of these bylaws.
  - b. Include receipts of the Corporation, both unrestricted and restricted to particular purposes.
  - c. Include the expenses and disbursements for both general and restricted purposes.
  - d. Be available for inspection by any Director.

#### Section 4.5 Election of Officers; Term of Office

At the first meeting of each fiscal year, typically in July, the Board shall conduct an Organizational Meeting prior to its regular meeting, to elect members of the Board to the Offices described in this Article of the Bylaws. The term of office for each Officer so described shall commence with the Regular Meeting that immediately follows this Organizational Meeting, and continue until the subsequent organizational meeting at or near the beginning of the next fiscal year, to coincide with a period of one (1) year.



## ARTICLE 5 DIRECTOR QUALIFICATIONS

### Section 5.1      Number

The Board of Directors of the Corporation shall consist of at least eleven (11), but not more than ~~sixteen (16)~~ twenty-one (21), voting members.

### Section 5.2      Ex Officio Directors

Ten (10) of the Directors shall represent *ex officio* directors as follows:

- A. The President of the San Diego College of Continuing Education (1)
- B. The Vice Presidents for the San Diego College of Continuing Education (3)
- C. The Presidents of the Academic Senate and Classified Senate for the San Diego College of Continuing Education; or a designated officer of the Senate(s) (2)
- D. ~~The Dean of Career and College Transition, as the~~ A student services dean or manager, who is identified by the College as the liaison to grant-funded student programs administered by the Foundation ~~for~~ on behalf of the College (1).
- E. The Dean of Student Affairs, as the liaison to scholarship and awards programming for the College (1)
- F. Up to two (2) additional Deans and/or Managers of the San Diego College of Continuing Education, whose areas of expertise are determined by the College President to be relevant to the Foundation and its programs and services ~~(2)~~

### Section 5.3      ~~Community Representative~~ Public Directors

Up to ~~six (6)~~ eleven (11) Directors shall be ~~designated as~~ Public Directors, comprised of members of the ~~C~~community who are not employees of the College ~~members~~, defined as follows:

- A. Up to four (4) ~~Community Member(s)~~ Director(s) selected from among- ~~related to the functions of the SDCCE Foundation, including~~ SDCCE Retiree(s), nominated ~~identified~~ by the College;
- B. A currently-enrolled Student, appointed by the Associated Students, in consultation with the Office of Student Affairs (1)
- C. An alumnus/a of SDCCE, nominated by the College (1)
- D. Up to five (5) Directors representing a broad range of community participation, business and entrepreneurial interest, and/or the philanthropic goals of the Foundation, nominated and elected to the Board according to the procedure defined in Section 5.4, below

### Section 5.4      Election and Term of Office

- A. There ~~is~~ shall be no limit to the number of consecutive terms an *ex officio* Director may serve, so long as they hold the title and office to which the position on the Board is ascribed or delegated. Such ex officio terms expire immediately upon leaving the designated office, and are replaced by the successor to such office at the next Board meeting following their initial appointment.
- B. ~~Each term of office for Directors appointed pursuant to Article 5.3 is for two (2) years, which may be renewed.~~  
Public Directors appointed to the Board in fulfillment of Section 5.3(D) shall be nominated to membership following an application and initial interview with the Board President, the College President, and the Executive Director/CEO. A final

interview shall be held as a public hearing during a regular meeting of the Board.  
Nominees shall be confirmed or declined during the public hearing; those confirmed  
will take their seat immediately upon confirmation.

- C. ~~The voting ex officio Directors who represent the San Diego College of Continuing Education shall hold office for as long as they hold the title and office to which the position on this Board is ascribed. Such ex officio terms expire immediately upon leaving such office, and are replaced by the successor to such office at the next Board meeting.~~ The term of office for Public Directors appointed pursuant to Article 5.3 is as follows:
1. SDCCE Retirees and Alumnus/a: two (2) years, renewable at the pleasure of the College Administration
  2. SDCCE Associated Student Representative: one (1) academic year, renewable subject to the provisions of the Associated Students Bylaws
  3. Other Public Directors: three (3) years, renewable upon reapplication to appointment
- D. The Secretary shall ~~keep a~~ maintain the record of the individuals serving as an ex officio Director, and shall monitor the appropriate term for each Public Director, according to the formula established above., ~~and any vacancies shall be filled by appointment to the vacant office only until the expiration of the term for which the previous Director in the said office was originally appointed or elected, and until the election of a qualified successor.~~
- E. ~~The Board may from time to time establish a shorter term for a vacancy as appropriate.~~

#### Section 5.5 Vacancies on the Board

The ~~b~~ Board of ~~d~~ Directors may fill vacancies due to the expiration of a director's term of office, ~~the~~ resignation, death, or removal of a director; a change of the individual assigned to a position which carries an ex officio appointment to the Board; or ~~may appoint new directors~~ to fill a previously unfilled board position, subject to the maximum number of directors under these Bylaws. Vacancies in the board of directors due to resignation, death, or removal shall be filled by the ~~b~~ Board for the balance of the term of the director being replaced. The Board also may, from time to time, establish a shorter term for a vacancy, as warranted.

#### Section 5.6 Resignation of Directors

Any Public Director ~~that is a Community Representative~~ or a Director that is a designee of an ex officio Director may resign by giving written notice to the Board President. The resignation shall be effective ~~when the notice is given~~ upon receipt, unless ~~it specifies~~ a reasonable and mutually-agreeable later date for the resignation to become effective is specified. ~~If a Director's resignation is effective at such later date, the Board may elect a successor to take office as of the date when the resignation becomes effective.~~ A successor designee for an ex officio Director shall take office upon submission of their name to the Board Secretary; all other successors to a resignation shall take office at the first Board meeting following the effective date of resignation.

## Section 5.7      Removal of Directors

A Director may be removed from office at will by a ~~an~~ two-thirds (2/3) affirmative ~~majority~~ vote of the total members of the Board of Directors, present and voting. Any Director who is absent from three (3) consecutive Board meetings shall be contacted by the President or designee, and a recommendation for removal may be made to the Board.

## Section 5.8      Compensation

~~Community Representative~~ Public Directors shall not receive any stated salaries for their services. However, the Board of Directors may approve the reimbursement of any Director's actual and necessary expenses incurred in the conduct of business relating to the Foundation.

## Section 5.9      Advice

The Board shall select an attorney admitted to practice in the state of California and a licensed certified public accountant to provide advice and counsel to the Board of Directors. Each must have experience appropriate to the responsibility and have no financial interest in any contract or other transaction entered into by the Board. Neither the attorney nor the certified public accountant needs to be a member of the Board of Directors.

# **ARTICLE 6                      CONFLICT OF INTEREST**

## Section 6.1      Conflict of Interest

The Directors shall comply with the Corporation's Conflict of Interest Policy. If a conflict of interest should arise, the Board member is required to disclose all material facts, discuss with the Board potential solutions, and develop a plan to action to alleviate the potential conflict.

## Section 6.2      Contracts with Directors

Except as provided in provisions 6.2.1 and 6.2.2, no Director of this Corporation, nor any other corporation, firm, association, or other entity in which one or more of this corporation's directors have a material financial interest, shall be involved in, directly or indirectly, or influence or attempt to influence another member of the Board to enter into, any contract or transaction entered into by the Board of which that Director is a member. Any contract or transaction entered into in violation of this provision is void.

6.2.1. No Director shall be disqualified or in violation of Section 6.2 if all of the following conditions are met:

- A. The Director's financial interest and/or common directorship or officership interest is fully disclosed in the minutes or is known to all directors prior to the Board's consideration of such contract or transaction;
- B. Such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the votes of the interested Directors,
- C. Before authorizing or approving the transaction, the Board considers and in good faith decides after reasonable investigation that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances

D. The Corporation for its own benefit enters into the transaction, which is fair and reasonable to the Corporation at the time into which the transaction is entered. This subparagraph does not apply to a transaction that is part of an educational or charitable program of this Corporation if it

(1) is approved or authorized by the Corporation in good faith and without unjustified favoritism; and

(2) results in a benefit to one or more Directors or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this Corporation.

6.2.2 The provisions of Section 6.2.1 are not applicable if any of the following conditions exist:

A. The contract or transaction is between the Corporation and a member of the Board of Directors of the Corporation;

B. The contract or transaction is between the Corporation and a partnership or unincorporated association of which any member of the Board of Directors of the Corporation is a partner or the owner or holder – directly or indirectly – of a proprietorship interest; or

C. The contract or transaction is between the Corporation and a corporation in which any member of the Board of Directors of the Corporation is the owner or holder, directly or indirectly, of 5% or more of the outstanding common stock.

## **ARTICLE 7                      RECORDS AND REPORTS**

### Section 7.1      Director Information

A record of each Director's name, address, telephone number, other relevant contact information, and term of office and shall be kept by the Secretary.

### Section 7.2      Right of Inspection

On written demand, any Director may inspect, copy, and make extracts from the accounting books and records and minutes of the proceedings of the Board of Directors and Board committees, at any reasonable time. Any such inspection and copying may be made in person or by the Director's agent or attorney. This right of inspection extends to the records of any advisory committee to the Corporation.

### Section 7.3      Annual Report

The Board shall cause an annual report to be sent to all Directors within one hundred and twenty (120) days after the end of the corporation's fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year:

A. The principal changes in assets and liabilities, including trust funds;

B. A statement of any transaction or indemnification of the following kind:

a. Any transaction in which the Corporation, its parent, or its subsidiary was a

party, in which an “interested person” had a direct or indirect material financial interest, and which involved more than \$50,000 or was one of a number of transactions with the same interested person involving, in the aggregate, more than \$50,000. For this purpose, an “interested person” is defined as described in section 9.1.

- b. Any indemnifications for advances aggregating more than \$10,000 paid during the fiscal year to any officer or Director of the corporation pursuant to these Bylaws, unless that indemnification was already approved under Section 5238(e)(2) of the California Corporations Code.

#### Section 7.4      Audit

The Board shall cause an annual fiscal audit of any and all funds of the Corporation. The audit must be performed by a certified public accountant in accordance with procedures prescribed by the Board of Governors of SDCCD. The annual audit will be reviewed by the Board of Directors at the next regular meeting following the completion of the audit. Copies of the annual audit report must be reported as required by SDCCD Board Policy 6950.

- A. There shall be available for examination in the Corporation’s business office any reports and the annual report of independent accountants, or if there is no such report, a certificate of an authorized officer of the Corporation that the statements in the annual report were prepared without audit from the Corporation’s books and records.

### **ARTICLE 8                      COMMITTEES**

Standing Committees of the Board shall be subject to the provisions of the California Government Code, Section 54950 et seq., and to the provisions detailed in Article 9 of these Bylaws.

#### Section 8.1      Executive Committee

The corporation shall have an Executive Committee with such power and authority as is delegated to it by the Board of Directors and as is authorized by law.

##### 8.1.1.    Role of the Executive Committee

The Executive Committee shall consist of at minimum the following ~~least three (3) Officers of the Board:~~

~~A.      Officers, together with no more than two (2) current Directors to be appointed by the President, making a total of no less than four (4) and no more than five (5) members of the Executive Committee; provided, however, that in no case shall the Executive Committee consist of a majority of the Board of Directors.~~

A.      The Board President and at least one (1) other Board Officer; and

B.      Up to four (4) additional Directors, appointed by the President, with no more than two (2) of these being from among the ex officio directors of the Board.

C.      In no instance shall the Executive Committee consist of a majority of the Board of Directors.

##### 8.1.2.    Quorum of the Executive Committee

A quorum of the Executive Committee shall consist of any three (3) committee members. If a quorum exists, action may be taken by a majority of those present.

Section 8.2      Scholarship Committee

Scholarships and loans shall be awarded on the basis of the need, purpose of the corporation and relative merits of the applicants, without regard to their race, color, or creed, and in accordance with these Bylaws, and the rules and procedures adopted by the Board of Directors of this Corporation.

Section 8.3      Advisory Committees

The Corporation shall have such Advisory Committees as it may establish from time to time by resolution of the Board. Advisory Committees will function for such purposes and under such rules as established by the Board, or in the absence thereof, such rules as adopted by the Committee, provided in all events that they are consistent with these Bylaws. Advisory Committees shall take no action, or have voting authority, except as authorized by the Board in its resolution.

## **ARTICLE 9**      **RESTRICTIONS**

### **Section 9.1**      **Restrictions**

No more than forty-nine (49) percent of the persons serving on the Board of Directors may be Interested Persons. For purposes of the preceding sentence, an “Interested Person” is:

- A. Any person compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director, and
- B. Any brother, sister, parent, descendant, spouse, domestic partner, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. Any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by the Corporation.

## **ARTICLE 10**      **QUORUM**

### **Section 10.1**      **Definition of Quorum**

Half (50%) plus one of the total Directors in office at the time of a regular or special Meeting shall constitute a quorum for the transaction of business, except to adjourn. A student or alumni member may positively contribute to determining a quorum, but the inability of a student or alumni member of the Board to attend a meeting shall not be cause for failure of quorum. Every action taken or a decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be the act of the Board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including without limitation those provisions relating to:

- A. Approval of contracts or transactions in which a Director has a direct or indirect material financial interest.
- B. Approval of certain transactions between corporations having common directorships.
- C. Creation of and appointments to Committees of the Board.
- D. Indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some Directors from that meeting, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

## **ARTICLE 11**            **MEETINGS**

All meetings of the Board shall be conducted in compliance with all applicable provisions of the California Government Code, specifically Section 54950 et seq., commonly known as the Ralph M. Brown Act.

### **Section 11.1**    **Notice of Meeting Time and Place**

Notice of the time and place of all meetings shall be given to each Director by one or all of the following means:

- A.     Electronic mail or other electronic text transmission device and/or system, or other electronic means.
- B.     Personal delivery of written notice.
- C.     First-class mail, postage prepaid, or by email to the address of the Director contained in the records of the Corporation.
- D.     By telephone (including a voice messaging system or other system or technology designed to record and communicate messages), either directly to the Director or to a person at the Director's office or residence who would reasonably be expected to communicate that notice promptly to the Director.
- E.     All such notices shall be given or sent to the Director's address, telephone number, or other relevant contact information as shown on the records of the Corporation or otherwise available to the Corporation.
- F.     Notices given by personal delivery, email, telephone, or otherwise shall be delivered or telephoned at least seventy-two (72) hours before the date of the meeting. Any notice shall state the date, time, and location of the meeting.

### **Section 11.2**    **Agenda**

An agenda for all regular meetings must be posted publicly at least seventy-two (72) hours prior to a meeting, or twenty-four (24) hours prior to a special meeting.

### **Section 11.3**    **Place of Meetings**

Meetings of the Board shall be held on a campus of the San Diego College of Continuing Education, or elsewhere in the City of San Diego pursuant to the appropriate meeting notice. From time to time, and as permitted by law, the Foundation Board and the standing committees thereof may meet using electronic and telecommunications means, accessible to the public.

### **Section 11.4**    **Regular Meetings**

Regular meetings shall be held at least once every two months, according to a schedule adopted by the Board at its annual organizational meeting.

### **Section 11.5**    **Special Meetings**

Special Meetings may be called at any time by the President or the Executive Committee of the Board, with at least twenty-four (24) hours' prior notice and following meeting notice processes as specified in this Article and applicable law.



## Section 11.6 Closed Sessions

As permitted by law, certain matters may be reserved to Closed Session for consideration by the Board, including the following:

- Litigation, including existing, pending, threatened, or that which is being considered by the Board;
- Real estate transactions and negotiations;
- Public employment, including appointment, employment, evaluation, discipline and dismissal;
- Labor negotiations, including providing direction to negotiators regarding unrepresented employees;
- Other matters as permitted by the Government Code and Education Code, as applicable

Student and Alumni members of the Board are released from the obligation of attendance and are held harmless from any liability incurred by actions undertaken in closed session.

## **ARTICLE 12 AMENDMENTS**

### Section 12.1 Amendments

Any provision of these Bylaws may be amended or repealed by quorum of Directors in office at any regular or special meeting of the Board of Directors and may not be altered, amended, or repealed except by the vote of a quorum of the directors as defined in Article 10.1. Any changes in bylaws would be subject to SDCCD Approval.

## **ARTICLE 13 CONSTRUCTION AND DEFINITIONS**

### Section 13.1 Definition of Nonprofit

Unless the context requires otherwise, the general provisions, rules of construction, and definitions of the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term “person” includes both a legal entity and a natural person.

### Section 13.2 Definition of Director

In these Bylaws the term “Director” is understood to refer exclusively to the members of the Board of the San Diego College of Continuing Education Foundation that have voting power and not to any staff person or volunteer regardless of title. The term “Director” should not be confused with the positional title of Executive Director.

### Section 13.3 Definition of SDCCD

In these Bylaws, the acronym SDCCD refers to San Diego Community College District.

### Section 13.4 Definition of Corporation

In these Bylaws, “Corporation” means the San Diego College of Continuing Education Foundation.

## **ARTICLE 14**      **CORPORATE POWERS**

### **Section 14.1**    **General Corporate Powers**

Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the Articles of Incorporation or these Bylaws, the Corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors. Without prejudice to the general powers set forth above, and subject to the same limitations, the Board of Directors shall have the power to:

- A.     Appoint and remove all of the Corporation's officers, agents and employees; prescribe powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws.
- B.     Fix their compensation, so long as it is reasonable, and require from them security for faithful performance of their duties.
- C.     Adopt, amend, and repeal Bylaws.
- D.     Purchase and maintain insurance to the full extent permitted by law on behalf of the Corporation's officers, Directors, employees, and other agents, insuring against any liability asserted against or incurred by any officer, Director, employee, or agent in such capacity or arising out of such person's association with the Corporation.

### **Section 14.2**    **Other Corporate Powers**

To have the other powers set forth in Corporations Code Section 5140 to the extent those powers are consistent with Article 2, Subchapter 4.5, Chapter 10, Division 6, Title 5 of the California Code of Regulations.

## **ARTICLE 15**      **FOUNDATION FUNDS**

### **Section 15.1**    **Solicitation**

The Board of Directors shall actively solicit participation in the form of donations to the corporation from persons, firms, corporations, or organizations subscribing to the objectives and purposes of the corporation keeping with any fundraising or campaigns agreed upon. Acceptance of all donations must be made in accordance with the Corporations Gift Acceptance Policy and SDCCD's Gift Acceptance Policy and Procedures. All restricted or conditional gifts, except for scholarships administered on a non-discriminatory basis or intended by the donor to be used for a particular San Diego College of Continuing Education program, which in any way obligates SDCCD or the San Diego College of Continuing Education, shall not be accepted by the Corporation without the prior written consent of the President of the San Diego College of Continuing Education, the Chancellor of SDCCD, or their designee(s).

### **Section 15.2**    **General Fund**

All funds collected pursuant to this section shall be aggregated and shall be known as the the San Diego College of Continuing Education Foundation General Fund (hereinafter called "General Fund"). The Board of Directors shall approve where the General Fund is deposited. No disbursement shall be made from the General Fund unless authorized by Board of Directors. All disbursements shall be over the signature of the President or designees authorized by the Board of Directors.

### Section 15.3 Restricted Funds

Restricted funds are funds for designated programs or projects and shall not be considered General Fund. Acceptance of such restricted funds shall be at the discretion of the Board of Directors. All such restricted funds shall be so designated by their donors, and shall be segregated as to all accounting and disbursement functions. Said funds shall be deposited in such depository or depositories as may be approved by the Board of Directors. No disbursement shall be made from the Restricted Fund unless authorized by resolution of the Board of Directors. All disbursements shall be over the signature of the President or designees authorized by the Board of Directors.

### Section 15.4 Dedication of Assets

The property of this Corporation is irrevocably dedicated to charitable and educational purposes and no part of the net income or assets of this Corporation shall ever inure to the benefit of any Director, officer or member thereof or to the benefit of any private person.

### Section 15.5 Dissolution

Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment of all debts, obligations, and liabilities of this Corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable and/or educational purposes and which has established its tax-exempt status under Section 501(c)(3) of the Code or to more than one such fund, foundation or corporation.

### Section 15.6 Annual Budget

The Treasurer shall prepare an annual budget for the programs of the Corporation that satisfies the submission and review requirements of SDCCD.

## **SUMMARY OF BYLAW CHANGES – APPROVED 20 SEPTEMBER 2023**

### **THROUGHOUT**

- Update “San Diego Continuing Education” to “the San Diego College of Continuing Education” and “SDCE” to “SDCCE”

### **ARTICLE 1: NAME**

- Clarify that a “d/b/a” to address variations in the name of the organization served by the Corporation (the Foundation) are covered by the variations indicated in these Bylaws.

### **ARTICLE 3: MEMBERSHIP AND FISCAL YEAR**

- Add “administrative” to the definition of “year,” and clarify that the year ends on the last day of June of the subsequent year.

### **ARTICLE 4: BOARD OFFICERS**

- Add “or near” to definition of when a subsequent organizational meeting is due to occur for purposes of ascertaining the term of office for Board Officers

### **ARTICLE 5: DIRECTOR QUALIFICATIONS**

- Strikes redundancy related to changing the number of members by amendment to the Bylaws
- Redefines number of members from a maximum of 15 to a maximum of 16
- Clarifies that all members designated pursuant to this section are voting members
- Defines more directly the ten *ex officio* directors from the College, including
  - All Vice Presidents of the College
  - The Deans of Career and College Transition and Student Affairs
  - Two deans or managers from instructional or student services
- Strikes language related to a “slate” of community member candidates, which has never been done
- Defines that the four community members are identified by the College
- Removes the possibility of a currently-enrolled student being replaced by an alumnus/a
- Directs that the currently-enrolled student is appointed by the Associated Students of the College in consultation with the Office of Student Affairs
- Strikes the language specific to the term limit for a designee of the Academic or Classified Senate

**San Diego College of Continuing Education Foundation**

**Policy 01-2021 REVISED**

**Contracts and Memoranda of Understanding**

**1. PURPOSE**

From time to time, the San Diego College of Continuing Education Foundation (~~SDCEF~~) (SDCCEF) may enter into contracts and memoranda of understanding (MOUs) with various individuals, institutions, agencies, and programs that support the mission of the Foundation, the San Diego College of Continuing Education, and/or the San Diego Community College District. Pursuant to Article 14 of the ~~SDCEF~~ Bylaws, the Board maintains the corporate authority to enter into all contracts, MOUs, and agreements that engage the resources of the Foundation in business relationships of any sort. In recognition of the routine nature of many such agreements, this Policy shall establish a process for review of such matters, and establish criteria for required approvals as necessary.

**2. DELEGATION OF AUTHORITY; LIMITS**

- a. ~~Annually, at~~ At the beginning of each fiscal year during the Annual Organizational Meeting, the Board of Directors shall adopt a Resolution to delegate authority to the Executive Director/Chief Executive Officer to engage in contractual agreements, MOUs, and other fiscal engagements and obligations up to a specified amount, not to exceed ~~ten thousand dollars (\$10,000)~~ two hundred thousand dollars (\$200,000) per agreement in alignment with the limits established in California Public Contracts Code Section 22032(b), without requiring specific authority from the Board in the approval thereof.
- b. Agreements so engaged by the Executive Director under the authority of this Policy shall be summarized for the Board ~~on a monthly basis, to be adopted~~ regularly as part of the Executive Director's Report, and all such agreements shall be deemed ratified by ~~such monthly adoption of~~ inclusion in the summary report.
- c. Agreements that establish an obligation in excess of ~~ten thousand dollars (\$10,000)~~ two hundred thousand dollars (\$200,000) shall be scheduled for review and initial approval by the Executive Committee as established by Article 8 of the Bylaws, with final ratification of the contract scheduled for the full Board at its next regular meeting.
- d. Agreements initially approved by the Executive Committee pursuant to part (c), above, shall be counter-signed by the President of the Board of Directors.
- e. Any agreement requiring a resolution of the Board, or the specific signature and authority of an officer of the Board, shall be scheduled for a regular meeting.
- f. An agreement whose capital outlay may exceed the limits established by this Policy but which are promptly reimbursed by subsequent action in accordance with the agreement, or where the ~~SDCEF~~ SDCCEF acts as a fiduciary agent only for pass-through of funding to programs or services administered by the Foundation, ~~SDCE~~ SDCCE, and/or the District, shall not be subject to the provisions of the Policy, except to be reported as part of the monthly summary required under part (b), above.

**3. COMPLIANCE**

- a. It is the policy of the Board to maintain compliance with applicable District policies and State law as reflected by those policies, as applicable, and including but not limited to: BP 6330, Purchasing and Contract Services  
BP 6340, Bids and Contracts BP 6480, Grants  
BP 6950, Auxiliary Organizations BP 7800, Conflict of Interest

Presented for 1 <sup>st</sup> Reading:	15 July 2020	<u>May 15, 2024</u>
Scheduled for 2 <sup>nd</sup> Reading:	19 August 2020	<u>July 17, 2024</u>
Approved:	19 August 2020	

**Articles of Incorporation  
Of  
The San Diego Continuing Education Foundation**

The undersigned incorporator for the purpose of forming a nonprofit corporation under the laws of the State of California hereby makes the following certifications:

**ARTICLE I**

- A. The name of this corporation is The San Diego College of Continuing Education Foundation.
- B. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Corporation Law for public and charitable purposes.
- C. The specific purpose of this corporation is the advancement of education, together with other charitable and educational activities associated with this purpose as permitted by applicable law. The educational purposes of this corporation include without limitation the instruction and training of individuals in various vocational and academic disciplines, the development of research and education projects and special educational and community service programs, and the provision of scholarships to eligible individuals in order to assist them in improving or developing their capabilities.
- D. The name and address in the State of California of this corporation's initial agent for service of process is:

Tami Foy, Ed.D.  
c/o The San Diego Continuing Education Foundation  
4343 Ocean View Blvd  
San Diego, CA 92113

**ARTICLE II**

- A. This corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").
- B. Notwithstanding any other provision of these articles, this corporation shall not carry on any other substantial activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c)(3) of the Code or by a corporation contributions to which are deductible under Section 170 (c)(2) of the Code.

- C. No substantial part of the activities of this corporation shall consist of lobbying or similar propaganda efforts, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.
- D. The property of this corporation is irrevocably dedicated to charitable and educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts, obligations, and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation, which is organized and operated exclusively for charitable and/or educational purposes and which has established its tax-exempt status under Section 501 (c)(3) of the Code or to more than one such fund, foundation or corporation.

**IN WITNESS WHEREOF**, the undersigned have executed these Articles of Incorporation.

Dated: September 18, 2024

\_\_\_\_\_  
Neill Kovrig, Foundation Board President  
Incorporator

\_\_\_\_\_  
Dr. Tami Foy, CEO/Executive Director  
Incorporator

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- B. Notwithstanding any other provision of these articles, this corporation shall not carry on any other substantial activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c)(3) of the Code or by a corporation contributions to which are deductible under Section 170 (c)(2) of the Code.



- C. No substantial part of the activities of this corporation shall consist of lobbying or similar propaganda efforts, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.
- D. The property of this corporation is irrevocably dedicated to charitable and educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts, obligations, and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation, which is organized and operated exclusively for charitable and/or educational purposes and which has established its tax-exempt status under Section 501 (c)(3) of the Code or to more than one such fund, foundation or corporation.

**IN WITNESS WHEREOF**, the undersigned have executed these Articles of Incorporation.

Dated: September 18, 2024

\_\_\_\_\_  
Neill Kovrig, Foundation Board President  
Incorporator

\_\_\_\_\_  
Dr. Tami Foy, CEO/Executive Director  
Incorporator

## **CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION**

The undersigned certify that:

1. They are the president and the secretary, respectively of The San Diego Continuing Education Foundation, a California Corporation.
2. Article I, Paragraph A of the Articles of Incorporation of this Corporation is amended to read as follows:  
  
The San Diego Continuing Education Foundation will no longer be known by that name. Effective September 18, 2024, the name will be change to San Diego College of Continuing Education Foundation.
3. The foregoing amendment of Articles of Incorporation has been duly approved by the board of directors.
4. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of the members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: September 18, 2024

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Neill Kovrig, Foundation Board President

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Bill Grimes, Foundation Board Secretary



SAN DIEGO  
COLLEGE OF  
CONTINUING  
EDUCATION  
FOUNDATION

~ SINCE 2008 ~

#### BOARD OF DIRECTORS

Neill K. Kovrig  
*President*

Roma Weaver  
*Vice President*

Bill Grimes  
*Secretary*

Mary LeDuc  
*Treasurer*

#### BOARD MEMBERS

Gretchen Bitterlin

Shakerra Carter, Ed.D.

Tina M. King, Ed.D.

Andrei Lucas

Michele Madrid Novak

Sany Ramirez

Jacqueline Sabanos

Minou Spradley, Ph.D.

Tami Foy, Ph.D.  
*Executive Director &  
Chief Executive Officer*

## Resolution to Foundation Name Change

WHEREAS, the Board of Directors has determined it to be in the best interest of the Foundation to change its name to San Diego College of Continuing Education Foundation as per the Certificate of Amendment of Articles of Incorporation, be it:

1. Article I, Paragraph A of the Articles of Incorporation of this Corporation is amended to read as follows:

The San Diego Continuing Education Foundation will no longer be known by that name. Effective September 1, 2024, the name will be change to San Diego College of Continuing Education Foundation.

2. The foregoing amendment of Articles of Incorporation has been duly approved by the board of directors.
3. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of the members.

RESOLVED, that the Foundation execute and deliver to said banks or institutions a duly signed original of the completed name change resolution as is annexed thereto.

The undersigned hereby certifies that he/she is the duly elected and qualified Secretary and the custodian of the books and records and seal of San Diego College of Continuing Education Foundation, a corporation duly formed pursuant to the laws of the state of California and that the foregoing is a true record of a resolution duly adopted at a meeting of the Directors and that said meeting was held in accordance with State law and the Bylaws of the above- named Corporation on September 18, 2019, and that said resolution is now in full force and effect without modification or rescission.

IN WITNESS WHEREOF, I have executed my name as Secretary and have hereunto affixed the corporate seal of the above-named Corporation this 18th day of September 2024.

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Bill Grimes, Secretary

#### **Mission:**

*The San Diego College of Continuing Education (SDCCE) Foundation exists to support SDCCE in championing equity by fostering innovation, raising funds for scholarships, eliminating barriers to student success, and positively impacting the community at large.*

#### **Vision:**

*The San Diego College of Continuing Education Foundation strives to provide all students with the tools and resources to reach their full potential by implementing equitable programs that address economic insecurities and promote progressive, systemic social change.*

*The San Diego College of Continuing Education Foundation is a qualified 501(c)(3) charity and your donation may be tax deductible - please consult your Tax Advisor. Our federal tax identification number is 26-3305140.*