

**MOORPARK COLLEGE
FOUNDATION**

BYLAWS

**MOORPARK COLLEGE FOUNDATION
BOARD OF DIRECTORS BYLAWS**

Table of Contents

Article I. Name3
Article II. Authority3
Article III. Purpose4
Article IV. Dedication of Assets5
Article V. Offices6
Article VI. Membership.....6
Article VII. Board of Directors6
Article VIII. Officers of the Foundation13
Article IX. Administrative Officers of the Corporation16
Article X. Executive Committee17
Article XI. Standing Committee18
Article XII. Action Committee19
Article XIII. Meetings of the Board of Directors20
Article XIV. Fiscal Provisions23
Article XV. Construction and Revision of Bylaws28
Article XVI. Investment Policy.....29
Article XVII. Policy on Scholarships.....34
Addendum A Conflict of Interest Policy38
Addendum B Whistleblower Policy43
Standing Rules I45
Addendum C Commitment Letter46

**BYLAWS
OF
THE MOORPARK COLLEGE FOUNDATION
A California Nonprofit Public Benefit Corporation**

ARTICLE I

1.1 Name

The official name of this corporation is the “Moorpark College Foundation” (hereinafter the “Foundation”) Later herein referred to as the Corporation, Foundation, or “MCF”.

1.2 State of Incorporation

The Foundation was incorporated on May 27, 1980, as a California Public Benefit Non-Profit Corporation.

1.3 The Foundation’s fiscal year shall be from July 1st to June 30th .

**ARTICLE II
GOVERNING AUTHORITY**

2.1 Authority

The authority for the Foundation comes from:

- a) The Corporate Non-Profit laws governing California Public Benefit Non-Profit Corporations,
- b) The Foundation’s Articles of Incorporation,
- c) The Foundation’s Bylaws, and
- d) The Moorpark College Foundation Continuing Resolutions.

The hierarchy of governance shall be prioritized in the order set forth in this Section 2.1 of these Bylaws. In cases where a conflict arises between documents the higher priority document shall always govern and take precedence.

2.2 Governance

The Foundation shall have the authority to adopt such Bylaws and Continuing Resolutions as may be consistent with the purposes enumerated herein and consistent with California Non-Profit laws, as may be amended.

ARTICLE III PURPOSE

3.1 General Purpose

This Foundation is a public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law primarily for charitable purposes. No substantial part of the activities of the corporation shall consists of carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publication or distribution of statements) on behalf of (or in opposition to) any candidate for public office. This corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described below.

3.2 Specific Purpose

The specific purpose of this Corporation shall be:

- a. The Foundation shall be organized and operated exclusively for charitable purposes, specifically, to promote the general welfare of Moorpark College in the following manner by soliciting, raising, and distributing monies, properties and other assets,
- b. By distributing funds for the construction and maintenance of buildings, for the acquisition and improvement of real estate and grounds, for the purchase of equipment, and for other capital outlay needs that enhance the academic environment at the college.
- c. By distributing funds for the awarding of college scholarships, grants, and loans to students on the basis of need and/or merit, and by investing in an endowment to build its principal for future distributions resulting from its earnings.

Soliciting, fundraising, distributing, and investing shall be in accordance with these Bylaws, as well as any additional rules and procedures adopted by the Board of Directors of this Corporation.

ARTICLE IV DEDICATION OF ASSETS

4.1 Public Benefit

The properties and assets of this nonprofit corporation are irrevocably dedicated to public benefit and/or charitable purposes. No part of the net earnings, properties, or assets of this Foundation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any Director or Officer of this Foundation. On liquidation or dissolution, all properties and assets remaining after payment, or provisions for payment, of all debts and liabilities of this Foundation shall be distributed to a nonprofit fund Corporation or corporation which is organized an

operated exclusively for charitable purposes and which has established its exempt status under Internal Revenue Code § 501(c)(3).

ARTICLE V OFFICES

5.1 Principal Office

The Foundation's principal office (herein called the "Executive Office") shall be located at Moorpark College at 7075 Campus Road, Moorpark, California 93021. The Board of Directors (herein called the "Board") is granted full power and authority to change the Executive Office from one location to another.

5.2 Other Offices

Branch or subordinate offices may be established at any time by the Board at any place or places.

ARTICLE VI MEMBERSHIP

- 6.1** Other than the members of the Board of Directors of this Foundation, the Foundation shall have no voting members within the meaning of the Nonprofit Law.

ARTICLE VII BOARD OF DIRECTORS

7.1 Board of Directors Powers

The business activities of the Foundation shall be conducted and managed and be exercised by the direction of the Board of Directors, (the "Board."). The Board shall be the governing body of the Foundation. The

Board may delegate the management of the activities of the Foundation to any person or persons, or committees. The Board shall have the following powers:

- (a) To select and remove active Officers and Directors and agents, of the Foundation; prescribe powers and duties for them.
- (b) To conduct, manage, and control the affairs and activities of the Foundation.
- (c) To use a corporate seal, and to prescribe the forms to certifications of recognition and to alter the form of such seal and of such certifications of recognition from time to time.
- (d) To authorize the creation of Standing Committees and Action Committees. Chair of the Board may designate the leader and/or members of Action Committees or may authorize the Chair of an Action Committee to designate the members of such bodies.
- (e) To borrow money and incur indebtedness for the purposes of the Foundation, and to cause to be executed and delivered therefore, in the Foundation name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation, or other evidence of debt and securities therefore.
- (f) To carry on a business at a profit and apply any profit that results from the business activity in which it may lawfully engage.

7.2 Number and Composition of Board of Directors

The Board shall consist of neither less than nine (9) nor more than thirty (30) directors. No more than six (6) of these Directors shall be College and Foundation administrative officers who will serve on the Board as

Non-Voting Ex-Officio Directors. The Ex-Officio Directors automatically appointed shall be as follows:

1. The Moorpark College President,
2. The Moorpark College Vice President of Business Services or designee,
3. The Moorpark College Vice President of Academic Affairs or designee,
4. The Moorpark College Vice President of Student Support or designee, and
5. The Moorpark College Director of Institutional Advancement, and
6. The Foundation Executive Director.

The remaining Directors on the Board shall be Voting Directors who shall be elected as set forth in these Bylaws.

7.3 Honorary Directors

The Board may by unanimous vote of the Voting Directors present at any meeting duly called and held, recognize the service or beneficence to the Foundation by designating an individual as a Honorary Director of the Foundation. An Honorary Director will have only such duties as shall be voluntarily undertaken at the request of the Board, and shall not have voting rights on the Board, nor shall they be included in determining whether there is a quorum at any meeting of the Board of Directors.

7.4 Qualifications to be a Member of the Board of Directors

Voting Directors of the Board shall be recognized as leaders in good standing within the community. Individuals who have been nominated to be Voting Directors on the Board should be able to contribute to the Foundation in one or more of the following areas of ability:

- (a) Develop fundraising strategies
- (b) Fundraise via solicitation

- (c) Fundraise by running profitable Foundation events, activities, or guided business ventures
- (d) Connect Foundation staff or other Directors to donors
- (e) Personally donate as pledged in Commitment Letter (Addendum C)

7.5 Nominating of Elected Board Directors

7.5.1 Criteria for Selecting Candidates to Serve as Voting Board Members.

The Board Governance Committee shall set a strategy behind filling Board Director vacancies including:

- 1) adherence to and maintenance of the qualifications listed in Section 7.4 above,
- 2) achieving a diversity of career professions, work locations, home locations, sexes, races, etc., and
- 3) ensuring a minimum amount of time or financial support can be given.

7.6 Nomination of Prospective Directors

Any Director, including those sitting on the Board Governance Committee, may submit a prospective Board Director candidate to the Board Governance Committee for consideration. The Board Governance Committee itself should also brainstorm to identify a target slate of prospective candidates. Identified prospective candidates' names shall be circulated by electronic means to the Board Governance Committee. The Board Governance Committee shall vote to decide if recruiting of a prospective candidate should occur.

7.7 Recruiting of Directors

Either the Chair of the Board or the Foundation CEO, who sit on the Board's Governance Committee, and the Director, who identified the

prospective candidate, shall meet with the prospective candidate if it is determined that an individual meets the qualifications to serve as a member of the Board. These two Directors shall review the benefits and responsibilities of serving as an active member of the Board with the prospective candidate, determine if they are in fact an interested candidate, and invite an interested candidate to an orientation.

7.8 Orienting and Introduction of a Prospective Board Member

All interested candidates shall supply a biography in electronic form with a picture prior to the orientation. The Board Governance Committee shall conduct an orientation meeting with all interested candidates including a meet-and-greet with the Board Governance Committee and other Board Members, a tour of the college, and a presentation including a Bylaws and Committee overview. A candidate shall be asked at the end of this orientation if they are still interested in being a voting member of the Board, and if so what one or more Action Committees they would be willing to serve on as well as how many hours they feel they can dedicate per month and what their annual financial contribution could be. The oriented interested candidate shall fill in all required forms at the end of the orientation including those needed for confirmation, including but not limited to the Commitment Letter. The oriented interested candidate shall be informed of the next steps related to confirmation, recommendation, and election.

7.9 Background Checks on all Candidates

The Treasurer of the Foundation, who sits on the Board Governance Committee, shall run a background check on all oriented interested candidates and inform the Board Nominating Committee if the candidate is confirmed or not confirmed. If a candidate is not confirmed then the Board Governance Committee Chair shall inform the unconfirmed candidate of their rejection.

7.10 Recommending of a Candidate to the Board

The Board Governance Committee shall vote to decide if a confirmed candidate recommendation for Board Directorship shall be given to the Board. If a recommendation is approved, then the recommended candidate name, biography, and photo shall be supplied to the Chair of the Board and an election shall occur per Section 7.11. If the recommendation is rejected then the confirmed candidate shall not be taken forward to the Board for election and the Board Governance Committee Chair shall inform the un-recommended candidate of their rejection.

7.11 Election of Board Directors

If the prospective member wants to become a Voting Director on the Board, then his/her name is circulated by electronic means to all Voting Directors of the Board to ascertain if the prospective member should be approved as a Voting Director. If a majority of the Voting Directors on the Board respond in the affirmative, then the prospective member is notified and his/her election as a Voting Director on the Board is confirmed in the subsequent Board meeting.

7.12 Responsibilities of Voting Member of The Board

All voting members of the Board of the Foundation, Directors of the Moorpark College Foundation shall support Moorpark College, (the "College,") and Foundation shall represent the College to the community in their associations with local business representatives and professionals. The following responsibilities are expected of each voting member of the Board of Directors for the duration of his/her term:

1. Members of the Board shall serve as the policymakers for the Foundation, whose principal function is to assist the College with college programs and services through fundraising.

2 Members of the Board shall actively participate in fund development, through a variety of ways, including direct donations, facilitating the establishment of scholarships, facilitating gifts and bequests, securing corporate underwriting, or foundation grants, and supporting events that the foundation sponsors. Members of the Board are encouraged to secure, through personal giving and fundraising, a minimum of \$5,000 to the Foundation as a means of increasing the Foundation's ability to assist students each year. Members of the Board are encouraged to make a personal gift at the President's Circle level of \$1,000 per year. The Foundation needs these levels of commitment in order to have the capacity to fulfill its mission of delivering the highest quality education and assisting students so that they may be successful during their time at Moorpark College.

3. Members of the Board shall participate in achieving Board goals by identifying individuals, businesses, and organizations in the community who are prospective donors to the Foundation.

4. Members of the Board are actively involved in all fundraising projects approved by the Foundation Board, including annual appeals, special events, and capital campaigns.

5. Members of the Board shall serve as college advocates and ambassadors to the community. Active Directors are encouraged to attend special social events hosted by the College in addition to scheduled activities sponsored by the Foundation.

6. Members of the Board of Directors are expected to attend at least 80% of the monthly board meetings.

7.13 Voting Rights

Each Voting member of the Board shall be entitled to a vote on all Board decisions, including, but not limited to, election of active Officers, disposition of the assets of the Corporation and on dissolution. The Non-

Voting Ex-Officio Directors shall have a voice but no vote on decisions made by the Board. Voting rights may not be exercised by proxies, except when expressly approved by the Board for a specific voting session or for specific action items. Additionally, Directors shall have all the rights afforded under California Nonprofit Public Benefit Corporation Law.

7.14 Removal of a Member of the Board

A Member of the Board may be removed from office, for cause, by the vote of two-thirds of the Directors only after providing a hearing to that Director. The Director sought to be removed shall have the right to be heard and to call witnesses on his/her behalf.

7.15 Vacancies on the Board

Vacancies resulting from death, incapacity, resignation, removal, or otherwise shall be filled in the manner provided in this Article 7.

ARTICLE VIII

OFFICERS OF THE FOUNDATION

8.1 The Officers of the Foundation

The Foundation shall have the following voting and non-voting officers.

1. a Chairman of the Board (herein called the "Chair")(voting)
2. a Vice Chair of the Board (herein called "Vice Chair")(voting)
3. a Secretary (voting),
4. a Treasurer, (voting)

8.2 Duties of Officers

8.2.1 Chairman of the Board

The Chair shall be a voting member of the Board elected by a majority of the Board. The Chair shall preside over all meetings of the Board. The Chair shall insure that an agenda is sent out at least 48 hours prior to a Board Meeting. Other specific duties of the Chair shall include:

- (a) Conduct Board Meetings per Bylaws and correct parliamentary procedure,
- (b) Enforcing on all occasions the observance of order and decorum among Directors.

8.2.2 Vice Chair of the Board

The Vice Chair shall be a Voting Director elected by a majority of the Board. The Vice Chair shall, preside and perform the duties of the Chair in the absence or disability of the Chair. The Vice Chair shall report to the Chair. The Vice Chair shall attend all meetings of the Board and shall have such other duties as may be prescribed from time to time by the Board.

8.2.3 Secretary

The Secretary shall be a Voting Director elected by a majority of the Board. The Secretary shall serve as Recording and Correspondence Secretary for the Board and Executive Committee. The Secretary may delegate responsibilities to College or Foundation staff working under him or her.

8.2.4 Treasurer

The Treasurer shall be an automatically Appointed Board Officer and be the Moorpark College Vice President of Business Services or his/her designate. The Treasurer will serve as chair of the Budget and Investment Committee and unless otherwise specified in these Bylaws, the Treasurer will: have general supervision over the finances of the Foundation; be charged with the safekeeping of all securities and other

valuable documents and properties of the Foundation; shall sign all papers required by law or by these Bylaws, report to the Board at its meetings from time to time a summarization of Operating Profit & Loss, Operating Balance Sheet, Investments Activity, Budget Development and engage third party audits annually which are supported as conducted, have any identified concerns resolved with corrective actions, and are reported to Officers and the Board.

8.3 Nomination of Foundation Officers

The Executive Committee shall convene at the second from last (May) bi-monthly meeting of the current fiscal year to identify members of the Board as candidates for the various officer positions of the Foundation for the upcoming fiscal year.

All prospective Officers of the Foundation shall be nominated by at least one voting member of the Board. Additional nominations may be made from the floor at the annual meeting in June. Only those persons who have given their consent to serve as an officer of the Foundation shall be nominated for an officer position at the Foundation.

8.4 Election of Officers

The Executive Committee shall propose to the members of the Board nominees to serve as officers of the Foundation for the upcoming fiscal year to be voted on at the last (June) bi-monthly meeting of the current fiscal year. The Board shall conduct selection in New Business to determine which Directors will hold these elected Officer positions in the next fiscal year. Elections shall be held by secret ballot at the June Board meeting. If there is but one candidate for any office, the ballot for that office may be dispensed and the election held by voice. Each Officer will be elected for a two-year term, with elections for the Chair and the Vice Chair held in alternate years. The election of the Secretary shall be held

concurrently with election of the Vice Chair. Officers shall assume their duties at the close of the June meeting.

8.5 Officer Vacancies

- 1) Upon completion of the election and seating of the new panel of Officers at the June meeting, if vacancies remain for an elected Officer, the Chair shall appoint members of the Board to fill any such vacancies for the remaining term of the vacancies, with the consent of those appointed.
- 2) If elected Officer positions become vacant prior to the completion of the two-year term, the Chair shall appoint members of the Board to fulfill the vacancies to fulfill the remaining term of the vacancies, with the consent of those appointed.

ARTICLE IX

ADMINISTRATIVE OFFICERS OF THE CORPORATION

The administrative officers and staff of the corporation shall be the President of Moorpark College and the College's three Vice Presidents, and additional support staff as deemed necessary by the College President. The Vice Presidents serve as standing subordinate officers to the President. The administrative officers of the corporation are ex-officio members of the Board.

9.1 Moorpark College Foundation CEO

Subject to the control of the Board, the College President shall be the Chief Executive Officer of the corporation and shall have general supervision, direction, and control of the business and affairs of the corporation. The CEO shall attend all meetings of the Board, shall keep a full and complete record of the proceedings of the Board, and shall perform all day-to-day operational tasks as needed.

9.2 Moorpark College Chief Fiscal Officer (CFO)

Subject to the direct supervision of the College President, the Vice President of Business Services/designee shall formally certify all funds of the corporation. The Vice President of Business Services/CFO or designee shall submit a written report to the Board certifying all income received and expenses incurred at each meeting and, shall maintain all payroll accounts and employment records for the corporation. In the absence of disability of the CEO, the CFO may perform the duties, and in so acting shall have all powers of the CEO. The CFO shall attend meetings of the Board and shall have such other powers and perform such other duties as may be prescribed from time to time by the CEO.

9.3 Moorpark College Vice Presidents

Subject to the direct supervision of the College President/Foundation CEO, the Vice Presidents of Business Services, Academic Affairs and Student Services shall each provide an annual report on the College's programs and services at the June meeting. In the absence or disability of the CEO the Vice Presidents may perform the duties of the CEO, and in so acting shall have all powers of the College President. The Vice Presidents shall attend meetings of the Board and shall have such other powers and perform such other duties as may be prescribed from time to time by the CEO.

ARTICLE X

EXECUTIVE COMMITTEE

There shall be an Executive Committee comprising the following voting members: the Board Chair, the Vice Chair, the Board Secretary, the Treasurer, the chair of the Budget and Investment Committee – and no fewer than two additional active directors elected as Members-at-Large. The College President will attend as a non-voting member.

The Committee shall exist to provide continuity in governance between Board meetings and shall have such other authority as the Board shall designate. The Executive Committee shall have the responsibility to develop recommendations for Board approval of any actions that the Executive Committee deems advisable.

ARTICLE XI STANDING COMMITTEES

11.1 Budget and Investment Committee

There shall be a Budget and Investment Committee composed of not less than three active members of the Board. The Committee's responsibility shall be to monitor the Foundation's operating budget and investment portfolio to ensure actions of the Board and Administrative Officers are compliant with the Fiscal Provisions (Article XIV) and Investment Policy (Article XVI). The Committee shall meet at least four (4) times per year.

11.2 Board Governance Committee

There shall be a Board Governance Committee composed of a minimum of three active members of the Board who meet as often as needed, no less than 9 times per year whose responsibility shall be to:

- 1) review the Bylaws and Articles of Incorporation annually before the annual meeting and bring forward amendment proposals as needed.
- 2) Identify, qualify, and recruit new members to the board who meet the agreed upon qualifications written into a formal description of responsibilities.
- 3) Evaluate performance, participation, and effectiveness of individual Board members to ensure accomplishment of the foundation's goals. Meet with Board members annually to evaluate and discuss their involvement and participation.

- 4) Develop and oversee new member board orientation process.
Ensures that the board is high functioning and effective.

ARTICLE XII

ACTION COMMITTEES

Action Committees may be established as needed by the Board to serve the Foundation effectively and efficiently. The term of office for Appointments and Chairpersons or Leads of Special Committees shall be one year or shall terminate coincidentally with the end of the current Executive Committee's term, whichever occurs first.

Each committee shall comprise at least one active member of the Board. Additional Board members and volunteers do not have to hold membership on the Board. The committee shall report to the Board.

12.1 Appointments to Action Committee

One member of each of the action committees shall be appointed committee chairperson by the Board Chair unless otherwise provided herein. Membership can be open to the community for participation on Action Committees, Vacancies in the membership of directors on any committee shall be filled by appointment of the Board Chair. Members of the Action Committees shall serve at the pleasure of the Board Chair. A majority of the whole committee shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee and a written report of its activities shall be provided to the directors by committee chairpersons at each meeting of the Board. Subject to ratification of the Board, each committee shall adopt policies for its operation not inconsistent with these Bylaws or with the California Nonprofit Public Benefit Corporation Law. Other committees shall be established by the Board as needed.

ARTICLE XIII
MEETINGS OF BOARD OF DIRECTORS

13.1 Place of Meeting

At least six (9) meetings annually of the Board shall be held at any place within the State which has been designated from time to time by resolution of the Board or the consent of majority of directors. In the absence of such designation, meetings shall be held at the Executive Office. Additional meetings of the Board may be held either at a place so designated or at the Executive Office

13.2 Regular Meetings of Board

Regular Meetings of Board Meetings of the Board shall be held on the first Wednesday of the month. If said meeting falls upon a legal holiday or unless the Board is notified in advance, then said meeting shall be held on the next Wednesday thereafter that is not a legal holiday.

13.3 Annual Meeting of Board

The June meeting of the Board is designated as the annual meeting of the corporation and it will serve as the principal organizational meeting for the purpose of determining next year's strategic plan, formally electing, and installing new officers, engaging the auditor, and the transaction of other business related to the official close of the fiscal year on June 30th. The June meeting is to approve the budget for the year and to review committee structure and membership for the year.

13.4 November and December Meetings of the Board

The November meeting of the Board will include review of the draft audit of the previous fiscal year. At the December meeting, the Board shall review the annual grant awards to the college and the scholarship

program and finalize the upcoming year's calendar for meetings and events.

13.5 Special Meetings of Board

Special Meetings of the Board for any purpose or purposes may be called at any time by the Chair or CEO of the Board or one-third of the active directors.

13.6 Notice of Board Meetings

It shall be the duty of the Recording and Correspondence Secretary for the Board, to give at least 24-hour notice for any special meeting of the Board. Notice of meetings shall be given either personally by mail, email or by other means of written or digital/voice communication addressed to a member at the address indicated on the list of directors entitled to vote. Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or transmitted by the person giving the notice by electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated in person or by telephone to the recipient. Notice of regular meetings shall include an Agenda, prior meeting Minutes, financials (when required), and reports of any standing committees.

13.7 Waiver of Notice of Board Meeting

Whenever any notice is required to be given under the provisions of the California Nonprofit Public Benefit Corporation Law, or under the provisions of the Articles of Incorporation or by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Appearance at a meeting by a director shall be deemed to be a waiver of notice thereof.

13.8 Quorum at Board Meeting

A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board. The withdrawal from the meeting of directors of the Board at any time after the meeting starts shall not destroy the quorum. 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, unless the act of a greater number is required by law or these Bylaws.

13.9 Adjournment of Board Meeting

A majority of the directors present, whether or not a quorum is present, may adjourn any Board meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place is fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than two (2) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

13.10 Action without Meeting

Subject to Section 7513 of the California Nonprofit Public Benefit Corporation Law, any action except election of directors, may be taken without a meeting if the written or electronic mail ballot of every director is solicited, if the required number of signed approvals in writing, setting for the action so taken, is received, and if the number of ballots cast within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. Actions approved by electronic mail ballot

will be ratified at the next Board meeting and will thereby be documented in Board minutes.

13.11 Attendance at Board Meetings

Attendance at all Board Meetings is required by members of the Board. A member of the Board missing three meetings in a year may be removed after being given a hearing as provided above in these Bylaws.

13.12 Compensation for Board of Directors.

The members of the Board shall receive no compensation for their services as a director of the Foundation.

ARTICLE XIV FISCAL PROVISIONS

14.1 Contracts, Checks, Deposits and Funds

The following procedures will be followed with respect to contracts, checks, deposits, and funds:

- (a) The Board may authorize any officer or officers, agent or agents of the corporation, in addition to the active and administrative 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. Unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.
- (b) There shall be a set of Standing Rules to govern the check signatories. See Standing Rules I. Signatories.

- (c) All funds of the corporation shall be deposited in a timely manner to the credit of the corporation in such banks, savings and loan, trust companies, or other depositories as the Board may select.
- (d) The Board may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the corporation.
- (e) Donations to the corporation may not be made to benefit any individual. The Foundation will not accept donations, funds, or gifts if the donor has instructed that the donation is designated for one or more specifically named individuals. The donation must allow for the discretion of the Foundation to determine (from a group of individuals) who is to receive the donation, funds or gift.

14.2 Financial Audit

The Board shall provide for an annual audit of the records and accounts of the corporation. The Board shall cause an annual report to be furnished not later than 120 days after the close of the Foundation's fiscal year to all directors of the Foundation, which report shall contain the following information in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the Foundation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including the trust funds, during the fiscal year;
- (c) The revenue or receipts of the Foundation, both unrestricted and restricted to particular purposes, for the fiscal year; and
- (d) The expenses or disbursements of the Foundation, for both general and restricted purposes, during the fiscal year.

14.3 Annual Report

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Foundation that such statements were prepared without an audit from the books and records of the Corporation. The requirement of an annual report shall not apply if the Corporation receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all directors.

14.4 Annual Statement of Certain Transactions and Indemnifications.

The Foundation shall, within 120 days after the end of the Corporation's fiscal year, annually prepare and furnish to each director a statement of any transactions or indemnifications of the following kind:

- (a) Transaction (i) to which the Foundation, or its parent or subsidiary, was a party, (ii) in which an interested person had a direct or indirect material financial interest, and (iii) which involved more than \$50,000 or was one of several transactions with the same interested person involving, in the aggregate, more than \$50,000. For these purposes, an interested person is either:
 - (b) Any director or officer of the Foundation, its parent, or subsidiary (but mere common directorship shall not be considered such an interest); or
 - (c) Any holder of more than 10 percent of the voting power of the Corporation, its parent, or its subsidiaries.

The statement shall include a brief description of the transaction, the names of the interested persons involved, their relationship to the Foundation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction

was with a partnership in which the interested person is the partner, only the interest of the partnership need be stated. Any indemnification or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the Corporation pursuant to section 5238 of the Nonprofit Law.

14.5 Fiscal Year

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

14.6 Inspection of Corporate Records

The accounting books and records and minutes of proceedings of the directors of the Board and committees of the Board shall be open to inspection by any director at any reasonable time for a purpose related to such person's interest as a director.

14.7 Indemnification of Board Directors Officers, and Administrative Officers and Staff

Every person who is or has been a Board Director and/or Corporate Officer, Corporation Administrative Officer and Staff of this corporation shall be indemnified and held harmless by the Corporation from and against all costs and expenses which may be imposed upon or reasonably incurred by him/her in connection with or arising out of any claim, action, suit, or proceeding in which he/she may be involved by reason of his/her being or having been a Board Director, Corporate Officer, Corporation Administrative Officer or Staff at the time such costs and expenses are imposed or incurred. As used herein the term "costs and expenses" shall include, but shall not be limited to, attorney's fees and amounts of judgments against, and amounts paid in settlement by or on behalf of any such Board Director, corporate officer, Corporation Administrative Officer, or Staff other than amounts paid to the

Corporation itself; provided, however, that no such Board Director, corporate officer Corporation Administrative Officer or staff shall be so indemnified; (1) with respect to any matter as to which such Board Director, corporate officer, Corporate Administrative Officer or Staff shall, in any such action, suit or proceedings be finally adjudged to be liable for actual misconduct in the performance of his duties as a Board Director, Board Officer; Corporation Administrative Officer or Staff or, (2) in the event of a settlement of any such claim, action suit or proceeding, unless (a) such settlement shall, with the knowledge or the indemnification provided for hereby, be approved by the Court having jurisdiction of such action, suit or proceeding; or (b) such settlement shall have been made upon the written opinion of independent legal counsel, selected by or in a manner determined by the Board to the effect that there is no reasonable ground of liability for misconduct on the part of such Board Director, corporate officer, Corporation Administrative Officer or Staff and that the entire cost of such settlement will not substantially exceed the estimated cost of defending such claim, action, suit or proceeding to a final conclusion. The foregoing rights or indemnification shall not be exclusive of other rights to which any such Board Director, corporate officer, Corporation Administrative Officer or Staff may be entitled as a matter of law.

14.8 Dissolution of Corporation

The Corporation shall use its funds only to accomplish the objectives and purposes specified in the Articles of Incorporation and these Bylaws. No part of said funds shall incur, or be distributed to the members of the corporation. On dissolution of the Corporation, any funds remaining shall be distributed subject to provision within the Articles of Incorporation.

ARTICLE XV
CONSTRUCTION AND REVISION OF BYLAWS

15.1 Inspection of Articles and Bylaws

The Corporation shall keep in its Executive Office the original or a copy of its Articles of these Bylaws as amended to date, which shall be open to inspection.

15.2 Construction and Definitions

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

15.3 Parliamentary Authority

The rules contained in the most current edition of ROBERTS' RULES OF ORDER shall govern the corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, the California Nonprofit Public Benefit Corporation Law, and any special rules of order the corporation may adopt.

15.4 Amendment

These Bylaws may be amended or repealed and new Bylaws may be adopted by a two-thirds vote of active directors present at any regular meeting or any special meeting, if at least ten days written notice is given of intention to alter, amend, or repeal, or to adopt new Bylaws at such meeting.

ARTICLE XVI
INVESTMENT POLICY

16.1 Purpose of the Investment Policy

The purpose of the Investment Policy is to establish a clear understanding of the investment objectives and policies applicable to the Moorpark College Foundation investment portfolio. This policy governs the investment activities of the Moorpark College Foundation and any Registered Investment Advisor or NASD Registered Representative retained by the Foundation to provide investment advice. This Investment Policy:

1. Establishes reasonable expectations, objectives, and guidelines in the investment of the Portfolio's assets.
2. Sets forth an investment structure detailing permitted asset classes and expected allocation among asset classes.
3. Creates the framework for a well-diversified asset mix that can be expected to generate acceptable long term returns at a level of risk suitable to the Foundation
4. Summarizes the investment philosophy and guidelines for the Foundation's portfolio.

16.2 Investment Objectives

The Foundation's investment objectives are:

1. to provide for the needs and activities of the Foundation;
2. to provide a long-term total return consistent with a moderate level of risk; and
3. to maintain and grow the purchasing power of the Foundation assets after inflation.

The investment-specific objectives for these assets shall be to achieve relative returns for each asset class in excess of 5 percent or more over a period of five to ten years.

16.3 Time Horizon of Investments

For the purposes of planning, the time horizon for investments is to be 5 to 10 years. Capital values fluctuate over shorter periods, and the Board recognizes the possibility of capital loss. However, historical asset class return data suggest that the risk of principal loss over a short holding period can be minimized with the long-term investment mix and strategy employed under this investment policy.

16.4 Allocation of Assets

Research suggests that the decision as to how to allocate total assets among various asset classes will far outweigh security selection and other decisions in impact upon portfolio performance. After reviewing the long-term performance and risk characteristics of various asset classes and balancing the risks and rewards of market behavior, the following asset classes were selected to achieve the objectives of the Board's portfolio:

Asset Category	Acceptable	
	Initial Target	Allocation Range
Cash & Money Market	10%	0 - 20%
Fixed Income	30%	25 - 70%
Stocks/Mutual Funds	60%	30 - 60%
Large Cap U.S. Stocks	30%	20 - 60%
Small-Mid Cap U.S. Stocks	25%	0 - 40%
International Stocks	5%	0 - 10%
TOTAL		100%

16.5 Adjustments and Rebalancing

The asset allocation indicates both an initial target allocation and a range for each broad investment category. From time to time, based on

changing economic circumstances and the various relative investment opportunities as perceived by the Budget and Investment Committee, it may be desirable to make changes in the target allocation. The Budget and Investment Committee may determine such changes, as long as they are within the acceptable ranges. Changes in investment policy are subject to approval of the Board.

16.6 Time Horizon of Investments

The Board recognizes that all investments go through cycles and therefore there will be periods of time in which the investment objectives are not met or when specific investments fail to meet their expected performance targets. On an overall portfolio basis, the Board establishes a goal of achieving the stated investment return objectives over a five to ten-year period. With that in mind, the portfolio will be reviewed by the Budget and Investment Committee at least quarterly and by the Board on an annual basis.

16.7 Diversification and Other Restrictions

Investment of the funds shall be limited to the following categories:

A. Permitted Investment Categories

1. Cash and cash equivalents, including money market funds
2. Bonds (corporate, U.S. government, or foreign government)
3. Bank certificates of deposit that are government insured
4. Stocks (U.S.) rated B+ or better by Moody's or Standard & Poor's
5. Stocks (Foreign) rated ADR, similar quality to domestic A rating
6. Mutual Funds (in accordance with other provisions of this policy) Morningstar Rated 3 or better

B. Equity Guidelines

The portfolio shall invest in equity securities of publicly traded companies, subject to the following guidelines:

- Equity portfolio shall be diversified with no single issue representing more than 5% of the market value of the stock portfolio and no industry group representing more than 25% of the portfolio.
- No restricted stock or private placements are permitted.
- No short sales or margin transactions are allowed.
- Derivative securities for speculative purposes, including options, futures and commodities are not permitted

C. Fixed Income Guidelines

The Board may invest in direct or indirect obligations of the United States government, publicly traded corporate bonds and notes, mortgage securities and preferred stock rated A or better by Moody's or Standard and Poor's. Furthermore,

No single industry shall represent more than 25% of the fixed income portion of the portfolio and no single corporate issuer shall represent more than 10% of the market value of the fixed income portfolio.

The fixed income portfolio shall be laddered with the average maturity to be no greater than 10 years.

All investments shall be made in highly liquid, marketable securities.

Cash equivalents and money market funds shall have a minimum quality rating of A1/P1 or the equivalent thereof.

D. Other Diversification Specifications

The investments shall be properly diversified at all times consistent with the overall objectives and risk tolerance of the Board.

16.8 Duties and Responsibilities

(A) The Board Duties and Responsibilities.

The Board should provide the investment manager(s) with all relevant information on financial condition, risk tolerances, liquidity requirements, and trigger events and must notify the investment manager(s) promptly of any changes to this information.

(B) The Board's Budget and Investment Committee.

The Budget and Investment Committee will implement the investment strategies approved by the Board and in accordance with the investment policy. The Budget and Investment Committee will have the authority to give the Investment Manager instructions on either purchasing or selling investments within the guidelines of this Investment Policy Statement. In order for an investment decision to be made, 2/3's of the committee members must be in favor of the decision.

(C) Investment Manager(s).

The investment manager(s) is(are) responsible for assisting the Board in making an appropriate asset allocation decision based on their particular needs, objectives, and risk profile. In addition, the investment manager(s) shall be responsible for:

1. The identification and recommendation of securities suitable for the Board's portfolio in accordance with the preceding guidelines.
2. Implementation of the investment instructions given by the Budget and Investment Committee.
3. Routine reporting to the Budget and Investment Committee and the Foundation Board of Directors.
4. Recommending and implementing changes to any of the above.

5. Periodically reviewing the suitability of the investments for the Board.
6. Being available to meet with the Budget and Investment Committee and/or the Board as requested.

ARTICLE XVII

POLICY ON SCHOLARSHIPS

17.1 General Provisions

The Board is dedicated to student scholarships in the belief that scholarships assist students in completing their education and thereby strengthens our immediate community and workforce as well as strengthening our state's future.

17.2 Minimum Scholarship

The minimum individual scholarship award is \$500. Gifts of any amount are welcome as a contribution to the General Scholarship Fund.

17.3 To Establish a Scholarship

To establish a scholarship fund with the Moorpark College Foundation, the donor must complete the Scholarship Establishment form which requires the donor to identify the type of gift he/she is making to the Foundation:

1. An Endowed Scholarship, or
2. A Designated (named) Scholarship, or
3. A gift to the General Scholarship Fund.

The Scholarship Establishment form is returned to the Foundation Office with funds payable to Moorpark College Foundation, or with arrangements to transfer the funds, or with provisions to make the gift by credit card (Master Card or Visa). Other forms of gifts, such as property,

stocks, bonds, mutual funds, life insurance, etc. are accepted contingent on the agreement of the Board.

17.4 Definitions of Scholarship Types

The three categories or types of scholarship administered by the Board are: Endowed Scholarships: An endowed scholarship may be established in the name of the donor or in another name specified by the donor with a minimum initial gift of \$10,000. This initial gift may be paid in a single installment or by multiple investments, with at least \$5,000 as the initial installment. If a fund is established with less than \$10,000, it will be allowed to grow until the principal (corpus) amount reaches the \$10,000 level.

The principal (corpus) of the endowment will be invested by the Board's Budget and Investment Committee. The endowment will be allowed to grow until such time that the appreciation (interest) is sufficient to make the minimum award as specified by the donor. No scholarship awards will be made from an endowed fund until the corpus can generate sufficient income and appreciation to make the award. A donor may fund the scholarship award separately with an additional gift annually until such time that the endowed fund has grown sufficiently to make the award.

- 1) The corpus of an endowed account is defined as that amount originally endowed by the donor. The corpus of the fund may never be spent. There are two ways by which the corpus of the endowment may increase: first, the donor may make additional contributions; and second, the donor may designate that a percentage of the annual appreciation (interest) be added to the corpus.
- 2) Designated Scholarships: A designated scholarship is a named scholarship fund where the corpus of the gift is used to fund scholarship awards. The minimum amount a donor can gift to

establish a designated scholarship is \$500. Named designated scholarships can be awarded annually or can be awarded as a one-time donation. The donor has the option at any time to increase the amount of the award or the number of years by contributing additional funds. When the fund balance in a designated scholarship account falls below \$500, the donor will be given the option to increase the balance to a higher level or to move the balance into the Moorpark College Foundation General Scholarship Fund and terminate the Designated Scholarship Agreement.

- 3) General Scholarship Fund: Funds raised by the Foundation that do not appropriately fit within either of the first two scholarship categories are awarded to students under the general title of Moorpark College Foundation Scholarships. The source of these funds will be acknowledged at the Moorpark College Foundation Scholarship Reception in May. Gifts to the Moorpark College Foundation General Scholarship Fund have no minimum level. These funds may be contributed through payroll deductions, direct donations, and other Foundation fundraising campaigns.

17.5 To Change a Scholarship

Changes or revisions may be made to the Scholarship Establishment form at the discretion of the donor. Such changes will take effect at the beginning of the subsequent award cycle. In the event that a donor or donor's designee is not available to participate in decisions related to a scholarship, and said scholarship has not been awarded in five consecutive award cycles, the corpus of the endowed or designated scholarship will be transferred to the General Scholarship Fund.

17.6 Public Announcement of Gifts and Donor Confidentiality

The Board will publicly announce a major gift only with the donor's written consent. Further, the Board will not release addresses, phone numbers, or other confidential information or place any donor information or photographs on the Foundation website without the donor's written permission. The needs and concerns of the donor are the priority notwithstanding the benefits to the college in promoting its fundraising efforts and its donors.

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of The Moorpark College Foundation and that such Bylaws were duly adopted by the Board of Directors of said Corporation on the date set forth below.

Dated: _____

Jill Haney, President,
Moorpark College Foundation

(ADDENDUM A)

MOORPARK COLLEGE FOUNDATION

Conflict of Interest Policy

And

Annual Statement for Directors and Officers of a Committee with Board Delegated Powers

Article I – Purpose

1. The purpose of this Board conflict of interest policy is to protect MOORPARK COLLEGE FOUNDATION's interests when it is contemplating entering into a transaction or arrangement that might benefit the private interests of an officer or director of MOORPARK COLLEGE FOUNDATION or might result in a possible excess benefit transaction.
2. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

Article II – Definitions

1. **Independent Director**—A director shall be considered “independent” for the purposes of this policy if he or she is “independent” as defined in by the instruction for the IRS 990 form.
2. **Interested person** —Any director, principal officer of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
3. **Financial interest** —A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - a. An ownership or investment interest in any entity with which MOORPARK COLLEGE FOUNDATION has a transaction or arrangement,
 - b. A compensation arrangement with MOORPARK COLLEGE FOUNDATION or with any entity or individual with which MOORPARK COLLEGE FOUNDATION has a transaction or arrangement, or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which MOORPARK COLLEGE FOUNDATION is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

Article III -- Procedures

1. **Duty to Disclose** —In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board or Executive Committee.
2. **Recusal of Self**—Any director may recuse himself or herself at any time from involvement in any decision or discussion in which the director believes he or she has or may have a conflict of

interest, without going through the process for determining whether a conflict of interest exists.

3. **Determining Whether a Conflict of Interest Exists**—After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board or Executive Committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or Executive Committee members shall decide if a conflict of interest exists.

4. **Procedures for Addressing the Conflict of Interest**

- a. An interested person may make a presentation at the Board or Executive Committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The Chairperson of the Board or Executive Committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the Board or Executive Committee shall determine whether MOORPARK COLLEGE FOUNDATION can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or Executive Committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in MOORPARK COLLEGE FOUNDATION's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

5. **Violations of the Conflicts of Interest Policy**

- a. If the Board or Executive Committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board or Executive Committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV – Records of Proceedings

The minutes of the Board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or Executive Committee's decision as to whether a conflict of interest in fact existed.

- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V – Compensation

1. A voting member of the Board who receives compensation, directly or indirectly, from MOORPARK COLLEGE FOUNDATION for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from MOORPARK COLLEGE FOUNDATION for services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from MOORPARK COLLEGE FOUNDATION, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI – Annual Statements

1. Each director, principal officer and member of a committee with Board delegated powers shall annually sign a statement which affirms such person:
 - a. Has received a copy of the conflict of interest policy,
 - b. Has read and understands the policy,
 - c. Has agreed to comply with the policy, and
 - d. Understands MOORPARK COLLEGE FOUNDATION is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.
2. Each voting member of the Board shall annually sign a statement which declares whether such person is an independent director.
3. If at any time during the year, the information in the annual statement changes materially, the director shall disclose such changes and revise the annual disclosure form.
4. The Executive Committee shall regularly and consistently monitor and enforce compliance with this policy by reviewing annual statements and taking such other actions as are necessary for effective oversight.

Article VII – Periodic Reviews

To ensure MOORPARK COLLEGE FOUNDATION operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information (if reasonably available), and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations, if any, conform to MOORPARK COLLEGE FOUNDATION's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement or impermissible private benefit or in an excess benefit transaction.

Article VII – Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, MOORPARK COLLEGE FOUNDATION may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

MOORPARK COLLEGE FOUNDATION Board Initial Conflict of Interest policy adopted November 11, 2012

Director and Officer Annual Conflict of Interest Statement

1. Name: _____ Date: _____

2. Position:

Are you a voting Director? Yes No Are you an Officer? Yes No If you are an Officer, which Officer position do you hold: _____.

3. I affirm the following:

I have received a copy of the MOORPARK COLLEGE FOUNDATION Conflict of Interest Policy. _____ (initial) I have read and understand the policy. _____ (initial) I agree to comply with the policy. _____ (initial) I understand that MOORPARK COLLEGE FOUNDATION is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of tax-exempt purposes. _____ (initial)

4. Disclosures:

a. Do you have a financial interest (current or potential), including a compensation arrangement, as defined in the Conflict of Interest policy with MOORPARK COLLEGE FOUNDATION? Yes No

i. If yes, please describe it: _____

ii. If yes, has the financial interest been disclosed, as provided in the Conflict of Interest policy? Yes No

b. In the past, have you had a financial interest, including a compensation arrangement, as defined in the Conflict of Interest policy with MOORPARK COLLEGE FOUNDATION? Yes No

i. If yes, please describe it, including when (approximately):

ii. If yes, has the financial interest been disclosed, as provided in the Conflict of Interest policy? Yes No

5. Are you an independent director, as defined in the Conflict of Interest policy? Yes No

a. If you are not independent, why? _____

Date: _____ Signature of director _____

Date of Review by Executive Committee: _____

(ADDENDUM B)

Moorpark College Foundation **Whistleblower Policy**

General

The Moorpark College Foundation requires board members, officers, support staff and volunteers to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As representatives of the Moorpark College Foundation, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations

Reporting Responsibility

The Whistleblower Policy is intended to encourage and enable support staff and others to raise serious concerns internally so that the Moorpark College Foundation can address and correct inappropriate conduct and actions. It is the responsibility of all board members, officers, support staff and volunteers to report concerns about violations of the Moorpark College Foundation's code of ethics or suspected violations of law or regulations that govern the Moorpark College Foundation's operations.

No Retaliation

It is contrary to the values of the Moorpark College Foundation for anyone to retaliate against any board member, officer, support staff or volunteer who in good faith reports an ethics violation, or a suspected violation of laws, such as a complaint of discrimination, or suspected fraud, or suspected violation of any regulation governing the operations of the Moorpark College Foundation.

Reporting Violations

The Moorpark College Foundation has an open-door policy and suggests that board members, officers, support staff and volunteers share their questions, concerns, suggestions, or complaints with someone who can address them properly. If support staff is not comfortable speaking with a supervisor or not satisfied with a supervisor's response; support staff is encouraged to speak with the Compliance Officer or anyone in Executive management whom you are comfortable in approaching. Executive managers are required to report suspected violations to the Compliance Officer who has specific and exclusive responsibility to investigate all reported violations. For suspected fraud, or when you are not satisfied or uncomfortable with following the Moorpark College Foundation open-door policy, individuals should contact the Compliance Officer directly.

Compliance Officer

The Moorpark College Foundation Compliance Officer is responsible for investigating and resolving all reported complaints and allegations concerning violations and at their discretion, shall advise the Executive Committee/Board of Directors. The Compliance Officer has direct access to the Executive Committee of the Board of Directors and is required to report to the Board of Directors at least annually on compliance activity.

The Moorpark College Foundation Compliance Officer is the Foundation Chair with the CEO/Secretary serving as an alternate.

Accounting and Auditing Matters

The Executive Committee of the Board of Directors shall address all reported concerns or complaints regarding corporate accounting practices, internal controls or auditing. The Compliance Officer shall immediately notify the Executive Committee of any such complaint and work with the committee until the matter is resolved.

Acting in Good Faith

Anyone filing a written complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicated a violation. Any allegations that prove not to be substantiated which prove to have been made maliciously or knowingly to be false will be viewed as a serious offense.

Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Handling of Reported Violations

The Moorpark College Foundation Compliance Officer will notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

Compliance Officer:* Foundation Chair (alternate CEO/Secretary)

STANDING RULES I

Per Board action on Wednesday, September 14, 2011, by unanimous vote, the signatures on the bank accounts to be the following positions: Chair, Treasurer, Secretary, CEO and Vice President, Business Services.

Addendum (C)
Moorpark College Foundation Board Commitment Letter

I, _____, a member of the Board of Directors of the Moorpark College Foundation, hereby commit to the following responsibilities for the **Fiscal Year commencing in July _____, ending in June _____.**

1. I will attend at least 80 percent of all board meetings. I will contact the Chair with advance notice, whenever possible, if I am unable to attend a Board meeting. Prior to attending all Board meetings, I will review the Board minutes, agendas, and all other documents sent to me in advance, so that I might be well-prepared to ask questions and participate in Board discussions.
2. I will familiarize myself with the Bylaws and policies of the Foundation and will adhere to the rules therein;
3. I will disclose to the Executive Committee any potential conflict of interest of which I am aware, and will recuse myself from voting on any matter posing such a conflict of interest;
4. I will actively participate (contribute time, expertise and my services) on at least one Board Standing Committee, and will attend at least 80 percent of all committee meetings;
5. I will attend as many Foundation events as possible, and will assist with the planning and implementation of at least one Foundation event each year. *(The Alumni Committee is proposing a couple of virtual events due to Covid restrictions and if the situation allows for in-person events during the second half of the Fiscal Year, we will tentatively plan one, maybe two donor cultivation events.)*
6. I will make a personal contribution to the Foundation of \$ _____ during this fiscal year. *(Board members are asked to contribute at the President's Level which is \$1,000 and above.)*
7. I will actively participate in raising funds for the Foundation and set a goal of personally raising \$ _____ in this fiscal year.
8. I will positively represent the Foundation and Moorpark College to others when the opportunity arises and advocate on behalf of them. To do so, I will stay as well informed as possible about the Foundation and the College;
9. I will look for opportunities to invite friends and acquaintances to learn more about Moorpark College and the Foundation through events and by personally sharing important information with prospects who may become donors through stewardship and engagement.
10. I will inform the Executive Committee of any prospective donors or Board members who I become aware of;
11. I will hold in confidence all College and Foundation matters that are communicated to me in confidence;
12. I will promptly notify the Executive Committee of any change in my contact information or status.

Executed this ____ day of _____, 2020 at _____

Director's phone number: _____

Director's signature _____

Director's email address: _____