

BYLAWS OF
The COMMUNITY COLLEGE ASSOCIATION OF MESA DIRECTORS
A California Nonprofit Public Benefit Association

ARTICLE I - NAME

The name of this association shall be the “Community College Association of MESA Directors” (CCAMD).

ARTICLE II – PURPOSE

The purpose of this Association shall be to serve as an innovative advocate for MESA Directors. CCAMD provides professional development and support to these professionals to enhance educational opportunities for low income, first-generation students in STEM.

ARTICLE III - MEMBERSHIP

SECTION 1. CATEGORIES OF MEMBERSHIP

Regular Members

Any person who is currently a Director of a MESA California Community College Program as recognized by the State of California Community College Chancellor’s Office shall be eligible for regular membership in the Association. Only regular members in good standing will be eligible to run for office or to vote.

Honorary Members

The Board may confer, by a majority vote, honorary membership upon any person who has rendered outstanding service, or has brought distinction to the Association. Honorary members will be limited to individuals not employed by the California Community College Chancellor’s Office (CCCCO) or the MESA Statewide Office, or anyone with oversight of, or influence over, the MESA California Community College Programs. Honorary members are not eligible to run for a Board position or to vote.

SECTION 2. MEMBERSHIP DUES

An eligible person shall be a regular member in good standing for one year upon the payment of membership dues. This Association’s membership year commences on July 1st and goes through June 30th. Dues shall be established by the Association Board and are subject to change.

Honorary membership dues may be waived by a majority vote of the Board.

SECTION 3. VOTING

Each regular member in good standing shall have the right to one vote on each issue of business brought before the Association at a meeting of the Association, or when necessary, by email, including but not limited to the election of board members, disposition of assets, merger, and dissolution of the Association. Honorary members are non-voting members.

SECTION 4. TRANSFER OF MEMBERSHIP

Transfer of membership is allowable when a current regular member vacates the MESA Director's position. The membership may be transferable to the new or interim Director at that college. Transfer of membership does not apply to Honorary members.

SECTION 5. RESIGNATION OF MEMBERSHIP

Any member may relinquish membership in the Association by submitting a written letter or email of resignation to the Association's President. Dues will not be refunded.

ARTICLE IV - BOARD MEMBERS

SECTION 1. CCAMD BOARD POSITIONS

The Board Members of the Association shall be as follows: President, Vice President, Treasurer, Secretary, Advocacy Chair, Communications Chair, Data and Analysis Chair, Membership Chair, and Member at Large. The association board can vote to approve new board positions or remove positions as needed to adapt to evolving needs.

SECTION 2. ELECTION AND TERM OF OFFICE OF ELECTED BOARD MEMBERS

CCAMD Board Members shall be elected every two years from the regular membership of the Association voting at a general election to be conducted in the fall, with the term to start the following January 1.

Board member positions may be held jointly when two members agree to work together in that capacity and are so elected. In the event of jointly held offices, each member has one vote.

SECTION 3. RESPONSIBILITIES OF BOARD MEMBERS

The responsibilities of the board members shall be as follows:

- Assist with strategic planning and advocacy of the Association.
- Have such other powers and perform such other duties as may be prescribed by the Board or the bylaws.

President

The President shall attend to the following:

- Serve as the official representative of the Association.
- Supervise, direct, and conduct the business of the Association.
- Develop agenda and preside over all meetings of the members and at all meetings of the Board.
- Assist the Communications Chair to inform the membership of a shared calendar of Association activities.
- Communicate and liaise with CCCCCO, UCOP, external consultants and report back to CCAMD Board and membership.

Outgoing President

The Outgoing President is a one-year position filled by the President immediately following their term. This position is not open for election.

The Outgoing President shall attend to the following:

- Act as advisor to CCAMD President and Board regarding past practices and operations in

accordance with the Association's bylaws.

- Participate in the development and implementation of short-term and long-term strategic planning for the Association.
- Upon request, assist Board Members in performing their responsibilities.

Vice President

The Vice President shall attend to the following:

- Organize all Association meetings and activities, including the site selection and coordination.
- Assist the Treasurer in the execution of Association meetings and activities.
- Manage nominations and election of board members.
- Support President in communication and liaisons with CCCCCO, UCOP, external consultants and report back to Board and CCAMD membership.
- Assume all duties, powers, and responsibilities of the President in said chair's absence, or as requested by the President.

Treasurer

The Treasurer shall attend to the following:

- Keep and maintain adequate and correct books and records of accounts of the properties and business transactions of the Association. The books of account shall be open to inspection by any regular member in good standing.
- Deposit all money and other valuables in the name and to the credit of the Association with such depositories as may be designated by the Board.
- Disburse the funds of the Association as may be ordered by the Board or by majority vote of the membership.
- Submit financial reports to the Association members at annual Association meetings.
- Invoice member colleges for Association membership, sponsored events, and activities; track, collect and deposit payments.
- Manage payment of insurance, federal and state tax filings, and other Association business.
- Assist the Vice President in the execution of Association meetings and activities.
- Assume all duties, powers and responsibilities of the President in the absence of both the President and Vice President.

Secretary

The Secretary shall attend to the following:

- Notify members of all meetings of the general membership and of the Board, as required by the bylaws.
- Confirm quorum is achieved and take meeting minutes for all Board meetings; post approved minutes.
- Take notes for all membership meetings and disseminate to the Association.
- Maintain the shared calendar of Association activities with the assistance of the President.

Chair of Advocacy

The Chair of Advocacy shall attend to the following:

- Support the development of an advocacy plan that aligns with the Association's vision and mission.
- Work with advocacy partners to coordinate legislative outreach to key legislative offices.
- Support MESA Directors' advocacy efforts and facilitate, track and support directors' outreach

to their legislators.

- Provide opportunities for directors to voice their ideas for statewide MESA advocacy.
- Work with advocacy partners to coordinate continuous advocacy training and assist in the development of advocacy materials.
- Provide a summary update to all Board Members at regular meetings, a report to all members on an annual basis, and other reports as requested by the Board.

Chair of Communications

The Chair of Communications shall attend to the following:

- Enhance the image of the Association through public relations communications.
- Draft and send official communications for the Association.
- Manage and maintain an informative Association website.
- Manage and maintain the Association's social media presence.

Chair of Data and Analysis

The Chair of Data and Analysis shall attend to the following:

- Work closely with the Board for the purpose of providing data and summary statistics.
- Work with all MESA Directors in obtaining student performance data.
- Collaborate with CCCCO to ensure access to adequate records of MESA student enrollment, persistence, performance, etc.
- Ensure the Association receives the necessary data to be successful.
- Provide a summary report to all members on an annual basis, and/or other reports as requested by the Board.

Chair of Membership

The Chair of Membership shall attend to the following:

- Welcome new MESA Directors and recruit members to join the Association.
- Serve as liaison between new Directors and the Association.
- Connect new Directors with other MESA Directors in their region and work to develop community among members.
- Maintain the MESA New Director's resource binder.

Member At Large

The Member at Large shall attend to the following:

- Oversee special assignments or duties as designated by the President or by majority vote of the Board.

SECTION 4. REPLACEMENT OF BOARD MEMBERS

Resignations are to be submitted in writing to the President and become effective upon receipt. The position will be declared vacant.

A Board Member may be removed from the Board for cause as defined in the Corporations Code by a 75% vote.

All vacancies should be filled within 30 days by appointment by the President with the approval of the Association

ARTICLE V - COMMITTEES

SECTION 1. STANDING COMMITTEES AND AD HOC COMMITTEES

Meetings of the Board constitute a standing committee, the Board. The Board meets at a time agreed upon by the currently elected Board Members. A meeting of the Board may be called by any Board member, as necessary.

Standing subcommittees may be established by the Board and report to the Board and general membership, as necessary. Members in good standing can join committees.

The President, subject to the approval of the Board, may establish an ad hoc committee to handle any one-time special project that the business of the Association deems necessary and that does not fall under the purview of an existing Board Member or Association duty. Once the special project is complete, the ad hoc committee is disbanded by the President in concert with the Vice President.

ARTICLE VI - MEETINGS

SECTION 1. GENERAL ASSOCIATION MEETINGS

A meeting may be held virtually or at any physical location designated by the Board. All regular meetings must be announced to the Association at least 15 days prior to the meeting date.

One-third of the regular members authorized in these bylaws shall constitute a quorum. An official meeting of the membership may take place only when at least 50% of the Board members are in attendance and includes either the President or Vice President.

Action of the Association shall require a simple majority vote of the members voting; a quorum being present.

At least one annual meeting of the members shall be held for the purpose of conducting normal Association business.

SECTION 2. ACTION WITHOUT MEETING

Any action required or permitted to be taken by the Board may be taken without a meeting of the Association, if all members of the Board consent in writing to that action. Such action by written consent (in place of a face-to-face meeting) shall have the same force and effect as a unanimous vote of the Board. Such written consent or consents shall be filed with the minutes of proceedings of the Board.

SECTION 3. ELECTIONS

Only members in good standing may be successfully nominated or elected to a Board position. Honorary members may not hold board positions.

Elections need not be by ballot; however, all elections for Board positions must be by ballot upon request by a member at a meeting before the voting begins. In any election for Board Members, the candidates receiving the highest number of votes are elected.

SECTION 4. PROXIES

Voting rights may be exercised by written proxy. This written proxy must be submitted to the

President at the beginning of the meeting.

SECTION 5. RULES

Robert's Rules of Order shall be used to conduct meetings at the discretion of the President.

ARTICLE VII - RECORDS AND REPORTS

SECTION 1. MAINTENANCE OF ASSOCIATION RECORDS

The Association shall keep:

- Adequate and accurate financial records.
- Minutes in, written form, of the proceedings of its members and the Board.
- A record of its members, giving their names and addresses and the category of membership held by each.

All such reports shall be maintained and shared at a digital location, agreed upon by the board.

SECTION 2. MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS

The Association shall keep the articles and bylaws, as amended to date, at a designated shared location. These shall be open to inspection by the Association members at all reasonable times. The Vice President shall, on written request of any member, furnish to that member a copy of the articles and bylaws, as amended to date.

SECTION 3. REVISION OF BYLAWS

Any proposed changes to the bylaws must be submitted to the Vice President. These changes will be posted to the Association 30 days before the next regular meeting. Changes to bylaws will be approved by two-thirds majority vote with a quorum being present.

SECTION 4. AUDIT BY BOARD MEMBERS

Every board member shall have the right at any reasonable time to audit all records and inspect the physical properties of the Association and each of its subsidiaries. This audit by any Board Member may be made in person or by their agent or attorney, and the right of audit includes the right to copy and make extracts of documents.

ARTICLE VIII – POWERS AND LIMITATIONS

Subject to the provisions of the California Nonprofit Association Law and any limitations in the articles of incorporation and these bylaws relating to action required to be approved by the members, the business and affairs of the Association shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board. A two-thirds vote of the members voting, a quorum being present, is required to override a decision or action by the Board.

ARTICLE IX - DEDICATION OF ASSETS

The property and assets of this Association are irrevocably dedicated to charitable purposes, and no part of the net income or assets shall ever benefit any Board Member, member, or any private individual. Upon the dissolution of the Association, its assets remaining after payment, or provision for payment of all debts and liabilities of this Association, shall be

distributed to CCAMD member programs or to public education as approved by the Board.

ARTICLE X – COMPENSATION

SECTION 1. COMPENSATION

Board members shall serve without compensation, except that they shall be allowed and paid their actual and necessary expenses incurred in attending meetings and legislative sessions, as approved in advance by the board. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3 of this Article. Board Members may be compensated for rendering services to the Association in any capacity other than board members. Such compensation shall be reasonable and is allowable under the provisions of Section 3 of this Article and approved by the board. Any payments to board members shall be approved in advance in accordance with this association's conflict of interest policy, as set forth in Article XI of these bylaws.

SECTION 2. RESTRICTION REGARDING INTERESTED BOARD MEMBERS

Notwithstanding any other provision of these bylaws, not more than forty-nine percent (49%) of the persons serving on the board may be interested persons. For purposes of this Section, "interested persons" means either:

- (a) Any person currently being compensated by the Association for services rendered it within the previous twelve (12) months, whether as a full- or part-time Board Member or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a board member as board member; or
- (b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

SECTION 3. OTHER COMPENSATION

The salaries of the Board Member, if any, shall be fixed from time to time by resolution of the Board, and no Board Member shall be prevented from receiving such salary by reason of the fact that they are also a Board Member, provided, however, that such compensation paid a Board Member for serving as a Board Member of this association shall only be allowed if permitted under the provisions of Section 1 of this article. In all cases, any salaries received by Board Members of this association shall be reasonable and given in return for services actually rendered for the Association which relate to the performance of the charitable or public purposes of this association. All Board Member salaries shall be approved in advance in accordance with this association's conflict of interest policy, as set forth in Article XI of these bylaws

ARTICLE XI - CONFLICT OF INTEREST AND COMPENSATION APPROVAL POLICIES

SECTION 1. PURPOSE OF CONFLICT-OF-INTEREST POLICY

The purpose of this conflict of interest policy is to protect this tax-exempt association's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Board Member of the Association or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the

Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

SECTION 2. DEFINITIONS

(a) Interested Person.

Any Board Member, member of a committee with governing board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.

(b) Financial Interest.

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- (1) an ownership or investment interest in any entity with which the Association has a transaction or arrangement,
- (2) a compensation arrangement with the Association or with any entity or individual with which the Association has a transaction or arrangement, or
- (3) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Association is negotiating a transaction or arrangement.

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

A financial interest is not necessarily a conflict of interest. Under Section 3, paragraph B, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

SECTION 3. CONFLICT OF INTEREST AVOIDANCE PROCEDURES

(a) 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 members and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

(b) 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, they shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest.

An interested person may make a presentation at the governing board or 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.

The President of the board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the governing board or committee shall determine whether the Association 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.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested board members whether the transaction or arrangement is in the Association'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.

(d) Violations of the Conflicts of Interest Policy.

If the board or 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.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

SECTION 4. COMPENSATION APPROVAL POLICIES

A voting member of the board who receives compensation, directly or indirectly, from the Association for services is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Association for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Association, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

When approving compensation for Board Member, and employees, contractors, and any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained in the preceding and following sections of this article as well as the preceding paragraphs of this section of this article, the board or a duly constituted compensation committee of the board shall also comply with the following additional requirements and procedures.

- (a) The terms of compensation shall be approved by the board or compensation committee prior to the first payment of compensation.
- (b) All members of the board or compensation committee who approve compensation arrangements must not have a conflict of interest with respect to the compensation

arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii), which generally requires that each board member or committee member approving a compensation arrangement between this organization and a "disqualified person" (as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations):

1. is not the person who is the subject of compensation arrangement, or a family member of such person
2. is not in an employment relationship subject to the direction or control of the person who is the subject of compensation arrangement
3. does not receive compensation or other payments subject to approval by the person who is the subject of compensation arrangement
4. has no material financial interest affected by the compensation arrangement; and
5. does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the board or committee member.

(c) The board or compensation committee shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:

1. compensation levels paid by similarly situated organizations, both taxable and tax- exempt, for functionally comparable positions. "Similarly situated" organizations are those of a similar size and purpose and with similar resources
2. the availability of similar services in the geographic area of this organization
3. current compensation surveys compiled by independent firms
4. actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement.

As allowed by IRS Regulation 4958-6, if this organization has average annual gross receipts (including contributions) for its three prior tax years of less than \$1 million, the board or compensation committee will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable organizations in the same or similar communities for similar services.

(e) The terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the board or compensation committee that approved the compensation. Such documentation shall include:

- (a) The terms of the compensation arrangement and the date it was approved the members of the board or compensation committee who were present during debate on the transaction, those who voted on it, and the votes cast by each board or committee member.
- (b) the comparability data obtained and relied upon and how the data was obtained.
- (c) If the board or compensation committee determines that reasonable compensation for

a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the board or committee shall record in the minutes of the meeting the basis for its determination.

- (d) If the board or committee makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the board or committee meeting
- (e) Any actions taken with respect to determining if a board or committee member had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a member, the member with the conflict of interest was asked to, and did, leave the meeting prior to a discussion of the compensation arrangement and a taking of the votes to approve the arrangement).
- (f) The minutes of board or committee meetings at which compensation arrangements are approved must be prepared before the later of the date of the next board or committee meeting or 60 days after the final actions of the board or committee are taken with respect to the approval of the compensation arrangements. The minutes must be reviewed and approved by the board and committee as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next board or committee meeting following final action on the arrangement by the board or committee.