

CALIFORNIA STATE UNIVERSITY, LONG BEACH RESEARCH FOUNDATION

BYLAWS

AS AMENDED: July 23, 2015

Table of Contents

	Page
ARTICLE 1. NAME.....	1
ARTICLE 2. OFFICES OF THE CORPORATION	1
2.1 Principal Office.....	1
2.2 Change of Address.....	1
2.3 Other Offices.....	1
ARTICLE 3. PURPOSES AND LIMITATIONS	2
3.1 General Purposes and Limitations	2
ARTICLE 4. NO MEMBERS	2
4.1 Members Prohibited.....	2
4.2 Effect of Prohibition	2
ARTICLE 5. BOARD OF DIRECTORS	2
5.1 Number	2
5.2 Composition and Qualifications	2
5.3 Terms of Directors	3
5.4 Removal or Resignation.....	3
5.5 Vacancies	4
5.6 Compensation	4
5.7 Meetings.....	4
5.8 Quorum	5
5.9 Transaction of Business	5
5.10 Conduct of Meetings.....	6
5.11 Posting of Issues	6
5.12 Action Without Meeting	6
5.13 Conflict of Interest	6
5.14 Waiver of Notice.....	6
ARTICLE 6. OFFICERS	6
6.1 Number and Titles.....	6
6.2 Compensation	7
6.3 Appointment and Resignation.....	7
6.4 Vacancies in Office.....	7

Table of Contents
(continued)

	Page
6.5 Duties	7
ARTICLE 7. INDEMNIFICATION OF DIRECTORS AND OFFICERS	8
ARTICLE 8. CORPORATE RECORDS, REPORTS AND MISCELLANEOUS	8
8.1 Maintenance of Corporate Records	8
8.2 Annual Report.....	9
8.3 Checks, Drafts, Evidence of Indebtedness.....	9
8.4 Corporate Contracts and Instruments.....	9
ARTICLE 9. STANDING COMMITTEES OF THE BOARD	9
9.1 Creation of Committees	9
9.2 The Executive Committee.....	9
9.3 Investment and Finance Committee.....	10
9.4 Audit Committee.....	10
9.5 Standing Committee Meetings.....	10
ARTICLE 10. OTHER COMMITTEES	10
10.1 The Board of Governors (BOG)	10
ARTICLE 11. AMENDMENTS	11

BYLAWS OF

CALIFORNIA STATE UNIVERSITY, LONG BEACH RESEARCH FOUNDATION

A California Nonprofit Public Benefit Corporation

**ARTICLE 1.
NAME**

The name of the Corporation is California State University, Long Beach Research Foundation.

**ARTICLE 2.
OFFICES OF THE CORPORATION**

2.1 Principal Office. The principal office of the Corporation for the transaction of the activities and affairs of the Corporation is located in the County of Los Angeles, California.

2.2 Change of Address. The Board of Directors (Board) of the Corporation may change the principal office of the Corporation from one location to another within the County of Los Angeles without amendment of the Bylaws. Any change of location of the principal office shall be noted by the Secretary of the Board hereunder.

6300 State University Drive
Long Beach, California 90815

Dated: May 1994

Dated:

Dated:

2.3 Other Offices. The Board may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to conduct its activities.

**ARTICLE 3.
PURPOSES AND LIMITATIONS**

3.1 General Purposes and Limitations. The general and specific purposes of the Corporation, and the limitations on the activities and affairs of the Corporation, are as stated in the Articles of Incorporation including any amendments thereto.
Authority for Holding Title to Real Property. The Corporation is authorized, pursuant to its purpose and to California Education Code section 89901, to buy, sell, and hold title to real property.

**ARTICLE 4.
NO MEMBERS**

4.1 Members Prohibited. The Corporation shall not have members as that term is defined in Section 5056 of the California Corporations Code, or in any successor statute thereto.

4.2 Effect of Prohibition. Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board.

**ARTICLE 5.
BOARD OF DIRECTORS**

5.1 Number. Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the Articles of Incorporation or these Bylaws, the activities and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board. The authorized number of Directors shall not be greater than nine (9) nor less than one (1) until changed by an amendment to these Bylaws duly adopted by the Board. The exact authorized number shall be set, within such upper limit, by resolution of the Board.

5.2 Composition and Qualifications. The Board shall be composed of and appointed as follows:

- a. The President of California State University Long Beach (CSULB);
- b. The Vice President for Administration and Finance at CSULB;
- c. The Provost and Senior Vice President for Academic Affairs at CSULB;
- d. The Associate Vice President for Research and External Support;
- e. Two (2) persons from the public with expertise in business, finance, law, and/or public service who shall be selected by the President at CSULB; who shall also serve on the Corporation's Board of Governors (BOG) (Section 10.01).
- f. A former voting member of the Executive Committee of the Academic Senate at CSULB, who shall be selected by the President at CSULB;

g. A member who is a Principal Investigator (PI) of a currently funded project managed through the CSULB Research Foundation, and has been appointed by the President according to selection procedures approved by the Board.

h. The President of the Associated Students at CSULB.

i. No more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. An interested person is (i) any person currently being compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; or (ii) 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. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the Corporation.

j. At all times, the Board shall be composed of representatives of CSULB administration and staff, faculty, students and non-CSULB personnel. All CSULB administration, staff and faculty who serve on the Board shall be considered to do so within the course and scope of, and as part of the normal and reasonable duties of, their CSULB employment.

5.3 Terms of Directors. Each Director on the Board shall serve in his or her individual capacity. The term of the President of CSULB, the Vice President for Administration and Finance, the Provost and Senior Vice President for Academic Affairs, and the Associate Vice President for Research and External Support shall continue for each so long as each shall serve in such position at CSULB. The term of the President of the Associated Students at CSULB shall continue for so long as he or she shall serve in such position at CSULB. The term of the representative of the group of Principal Investigators shall be for a period of two (2) years. The term of each other Director shall be for a period of three (3) years.

The process for the selection, appointment and reappointment of the Public Members, Academic Senate Member, and Principal Investigator Member of the Board of Directors appears as Appendix A.

5.4 Removal or Resignation.

a. Resignation. Any Director on the Board may resign at any time by giving notice in writing to the President or Secretary of the Corporation and, unless otherwise indicated in the notice, such resignation shall be effective as of the date of the notice. However, except upon notice to the Attorney General of California, no Director may resign if the Corporation would be left without a duly elected Director. Where a Director who has qualified for his or her position by reason of holding an office or position ceases to hold that position, that Director shall be deemed to have resigned effective with the date upon which he or she ceases to hold the office or position in question.

b. Removal. Any Director other than those referred to in Section 5.2(a) (d) may be removed without cause if such removal is approved by a majority of the Directors then in office. However, where the Director who is removed was chosen by designation or selection, as

provided in Corporations Code Section 5220, or in any successor statute thereto, then the vacancy created by the removal of the Director shall be filled by designation or selection in the same manner. A Director who was chosen by designation or selection may not be removed by the designating or selecting person(s) but may be removed only with the consent of the designating or selecting person(s).

5.5 Vacancies.

a. A vacancy or vacancies on the Board shall be deemed to exist upon the death, resignation, or removal of any Director or Directors on the Board, upon expiration of a Director(s) term as specified in Section 5.03 (above) or, under the provisions of the California Nonprofit Corporation Law, an authorized increase in the number of Directors. In the event of a vacancy or vacancies on the Board, one or more new Directors shall be appointed subject to the provisions of Section 5.02 of these Bylaws.

b. In the event the Director who is a former voting member of the Executive Committee of the Academic Senate shall fail, refuse or otherwise be unwilling or unable to serve on the Board as provided herein within sixty (60) days of becoming so eligible, the CSULB President, upon consultation with the Academic Senate, shall nominate, and the Board shall elect, a replacement Director of the Board from among the CSULB faculty subject to the provisions of the Section 5.02 of these Bylaws. In the event the Director who is the President of the Associated Students shall fail, refuse, or otherwise be unwilling or unable to serve on the Board as provided herein within sixty (60) days of becoming so eligible, the CSULB President shall nominate, and the Board shall elect, a replacement Director of the Board from among the CSULB students subject to the provisions of Section 5.02 of these Bylaws.

c. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

5.6 Compensation. The Directors on the Board shall serve without compensation, but shall be eligible for reimbursement for reasonable expenses associated with service as a Director. Directors may receive compensation for services provided to the Corporation in capacities other than as Director, as such compensation may be determined by the Corporation to be just and reasonable.

5.7 Meetings.

a. Meetings of the Board of Directors.

(1) Any meeting may be called by the Chair of the Board, the Vice Chair, or any five (5) of the voting Directors. Meetings of the Board shall be held at any place within or outside California that has been designated by resolution of the Board or in the notice of the meeting or, if not so designated, at the principal office of the Corporation as specified in these Bylaws.

(2) Regular meetings of the Board shall be held at least quarterly, on dates and at times to be determined by the Chair.

- (3) Notice of the regular meeting shall be given to each Director not less than seven (7) days prior to the date of the meeting. Notice shall also be given to any individual or medium that has filed a written request for notice. Such written requests for notice shall be valid for one year, unless renewed by written request. The notice shall state the time of the meeting, and the place. The notice need not specify the purpose of the meeting.
- (4) Special meetings of the Board may be called in order to transact specific business of the Corporation prior to the next regular meeting, as is necessary, and within the provisions of this Section, on seven (7) days written notice by first-class mail, postage prepaid, or on at least twenty-four (24) hour notice delivered personally or by telephone or by mail. The notice of any special meeting shall state the time of the meeting, and the place, and the business to be transacted. No other business shall be considered at such special meeting by the Board. Notice of any special meeting need not be given to any Director who signs a waiver of notice of the meeting prior to or at commencement of such meeting, waiving the lack of such notice to such Director. The waiver of notice of the meeting may be given by telegram, email, fax or other electronic means. All such waivers, consents, and approvals of minutes shall be filed with the corporate records or made a part of the minutes of the meeting.

b. Meetings by Telephone. Any meeting may be held by conference telephone or similar communications equipment, as long as all Directors participating in the meeting can hear one another, and any members of the public in attendance can hear all of the Directors. All such Directors shall be deemed to be present in person at such meetings.

c. Closed Sessions. The Board or its committees may hold closed sessions to consider matters relating to litigation, collective bargaining, or the appointment, employment, evaluation of performance, or dismissal of an employee, or to hear complaints or charges brought against an employee by another person or employee, unless the employee requests a public hearing. For purposes of this section only, "employee" does not include any person elected or appointed to an office. The Board or its committees may also hold a closed session to discuss investments where a public discussion could have a negative impact on the auxiliary organization's financial situation. However, in such case a final decision shall only be made during public session of the Board.

5.8 Quorum. A majority of the Directors then in office shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be the action of the Board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (i) approval of contracts or transactions in which a Director has a direct or indirect material financial interest; (ii) approval of certain transactions between corporations having common directorships; (iii) creation of and appointment to committees of the Board; and (iv) indemnification of Directors.

5.9 Transaction of Business. Except as otherwise provided in the Articles of Incorporation of the Corporation, in these Bylaws, or by law, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the

act of the Board of Directors provided, however, that any meeting at which a quorum was initially present may continue to conduct business notwithstanding the withdrawal of Directors if any action taken is approved by at least a majority of the required quorum.

5.10 Conduct of Meetings. The Board and its committees shall conduct its business in public meetings, except as otherwise provided in these Bylaws. The Chair, or in his or her absence the Vice Chair, shall preside at meetings of the Board. The Secretary of the Corporation, or in his or her absence any person appointed by the presiding Officer, shall act as Secretary of the Board. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and/or place. Notice of the time and/or place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than twenty-four (24) hours, notice of the move to another time and/or place must be given prior to the time of the reconvened meeting to the Directors who were not present at the time of the initial adjournment, at least twenty-four (24) hours prior to reconvening the meeting.

5.11 Posting of Issues. Except as otherwise provided in Section 5.07 (a) (4) (above), no action of the Board or its committees shall be taken on any issue until that issue has been posted for at least one (1) week.

5.12 Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all of the Directors on the Board individually or collectively consent in writing to such an action. Such written consent or consents must be signed by each director and may be communicated by email, fax or other electronic means and shall be filed with the minutes of the proceedings of the Board. Facsimile and electronic signatures shall be deemed to have the same effect as originals if unique to the signatory and capable of verification. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors.

5.13 Conflict of Interest. Each Director on the Board shall comply with any conflict of interest policy adopted by the Corporation. In addition, no Director shall be financially interested in any contract or other transaction entered into by the Corporation in violation of the California Education or Corporations Code.

5.14 Waiver of Notice. Notice of a meeting need not be given to any Director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent may be communicated by email, fax or other electronic means and need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any Director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

5.15 Emergency. In the event of an emergency as defined in Corporations Code Section 5140, the Corporation may take any action that is authorized and permitted by the Corporations Code and deemed necessary to manage and conduct the ordinary business of the

Corporation, including, but not limited to, procedures for calling a board meeting, quorum requirements for a board meeting, and designation of additional or substitute directors.

ARTICLE 6. OFFICERS

6.1 Number and Titles. The Officers of the Corporation shall include a Chair, a Vice Chair, a Secretary and a Treasurer, all of whom shall be Directors. The Board may also select and appoint other officers subject to the provisions of Section 5.02 and this Section. The CSULB President shall be Chair. The Vice Chair shall be the CSULB Provost and Senior Vice President for Academic Affairs. The Treasurer shall be the CSULB Vice President for Administration and Finance. The Secretary shall be the CSULB Associate Vice President for Research and External Support. Neither the Secretary nor the Treasurer may serve concurrently as Chair of the Corporation.

6.2 Compensation. The Officers of the Corporation shall serve without compensation, but shall be eligible for reimbursement for reasonable expenses associated with service as an Officer. Officers may receive compensation for the services provided to the Corporation in capacities other than as an officer, as such compensation may be determined by the Corporation to be just and reasonable, or in the case of California State University employees, in accordance with CSU additional employment/compensation guidelines, as applicable.

6.3 Appointment and Resignation. The Officers, with the exception of the Chair, the Vice Chair, the Treasurer, and the Secretary, shall be chosen by the Board and shall serve at the pleasure of the Board subject to the rights, if any, of any Officer under any contract of employment. Any Officer may resign at any time on written notice to the Board without prejudice to the rights, if any, of the Corporation under any contract to which the Officer is a party.

6.4 Vacancies in Office. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office, provided however, that vacancies need not be filled on an annual basis.

6.5 Duties.

a. The Chair shall preside at all meetings of the Board. The Chair shall perform all duties incident to the office of the President at CSULB and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or as may be prescribed from time to time by the Board. The Chair is authorized to exercise any right to vote or execute proxy to vote shares of stock of, or any bonds, debentures, or other evidences of indebtedness of, any other corporation or corporations owned by or possessed by the Corporation.

b. The Vice Chair shall, in the extended absence of the Chair, or at his or her request, or in the event of his or her physical inability to act, or due to a vacancy in that position, perform all the administrative duties of the Chair, and when so acting shall have all the powers of, and be

subject to all the restrictions on, the Chair. The Vice Chair shall have such powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation of this Corporation, or by these Bylaws, or as may be prescribed from time to time by the Board.

c. The Secretary shall give, or cause to be given, notice of all meetings of the Board and of committees of the Board required by these Bylaws to be given. The Secretary shall keep or cause to be kept at the principal office of the Corporation, or such other place as the Board may order, a record of minutes of all meetings, proceedings, and actions of the Board, and of committees of the Board. The Minutes of meetings shall include the time and place that the meeting was held, whether the meeting was annual, regular, or special, and, if special, how authorized, the notice given, and the names of those present at Board and committee meetings. The Secretary shall keep or cause to be kept, at the principal office in California, a copy of the Articles of Incorporation and Bylaws, as amended to date. The Secretary shall perform such other and further duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these Bylaws, or as may be prescribed from time to time by the Board.

d. The Treasurer, who is the Corporation's Principal Operating Officer and Chief Financial Officer, shall keep and maintain in written form, adequate and correct books and records of account of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The books and records of account shall be at all times open to inspection by any Director or Officer of the Corporation except that the names, addresses, and amounts of specific donors shall be kept confidential. The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the Board may designate. The Treasurer shall disburse the funds of the Corporation as ordered by the Board and shall render to the Chair and the Directors, on request, an account of all such Officer's transactions as Treasurer, and of the financial condition of the Corporation. The Treasurer shall perform such other and further duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these Bylaws, or as may be prescribed and required from time to time by the Board.

INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall, to the maximum extent permitted by the California Nonprofit Corporation Law, or any other applicable law, indemnify each of its agents against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was an agent of the Corporation. For the purpose of this Article VII, "agent" of the Corporation includes any person who is or was a director, officer, employee or other agent of the Corporation; or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise; or was a director, officer, employee or agent of predecessor corporation of the Corporation or another enterprise at the request of such predecessor corporation.

ARTICLE 7.
CORPORATE RECORDS, REPORTS AND MISCELLANEOUS

7.1 Maintenance of Corporate Records. The Corporation shall maintain adequate and correct records of the proceedings of its Officers, Directors, and Committees, including but not limited to Articles of Incorporation and Bylaws as amended to date; accounting books, records and minutes of meetings of the Board and any committees of the Board. The Corporation shall also keep a record of its Officers and Directors giving their names and addresses. The Minutes of all meetings shall be kept in written form. Other books and records shall be kept in either written form or in any other form capable of being converted into written form.

7.2 Annual Report. The Treasurer shall cause an annual report to be presented to the Board as soon as is practicable after the close of the Corporation's fiscal year. The report shall contain all the information required by Section 6321(a) of the Corporations Code of the State of California, or a successor statute thereto, and shall be accompanied by any report thereon of independent accountants and such additional information as may be required by Section 89900 of the California Education Code, or a successor statute thereto, and any regulations promulgated thereunder. The audited statements shall be published in such places and disseminated to the Board, the Officers and such persons as are required by Section 89900, or a successor statute thereto, and any applicable regulations promulgated thereunder. A copy of the annual report shall be furnished to all Directors and Officers of the Corporation.

7.3 Checks, Drafts, Evidence of Indebtedness. All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness issued in the name of, or payable to the Corporation, shall be approved in advance by the Treasurer of the Corporation and signed or endorsed by such person or persons in such manner as, from time to time, shall be determined by the Board through the Treasurer.

7.4 Corporate Contracts and Instruments. The Board through the Treasurer and, except as otherwise provided in these Bylaws may authorize any Officer, Officers, agent or agents, to enter into any contract or execute any instrument in the name of or for the Corporation. Such authority may be general or confined to specific instances. Unless so authorized or ratified by the Board, or unless such action is within the agency power of any Officer, no Officer, agent or employee shall have any authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purposes or in any amount.

ARTICLE 8.
STANDING COMMITTEES OF THE BOARD

8.1 Creation of Committees. The Board may create one or more standing committees of the Board, each consisting of two or more Directors, to serve at the pleasure of the Board. Any committee exercising the authority of the Board shall not include as members persons who are not Directors. However, the Board may create other committees that do not exercise the authority of the Board and these other committees may include persons who are not directors.

8.2 The Executive Committee. The Officers of the Corporation shall constitute an Executive Committee of the Board, which shall be granted any or all of the powers and authority

of the Board to the extent provided in the resolution establishing the committee, except the following:

- a. Approving any action which requires the approval of a majority of the Board;
- b. Filling a vacancy or vacancies on the Board;
- c. Adopting, amending, or repealing any resolution of the Board which by its express terms is not so amendable or repealable;
- d. Amending or repealing bylaws or adopting new bylaws;
- e. Creating other committees of the Board or appointing other committees;
- f. Fixing compensation of the Directors for serving on the Board or on any committee;
- g. Approving any contract or transaction to which the Corporation is a party or in which one or more Directors have a material financial interest except on special approval as provided for in Section 5233(d)(3) of the California Corporations Code, or a successor statute thereof;
- h. Expending corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected.

8.3 Investment and Finance Committee. The Investment and Finance Committee is comprised of the Foundation's Treasurer, Assistant Treasurer, Vice Chair, Secretary, Chief Executive Officer, and Chief Financial Officer. The Treasurer of the Foundation shall serve as the Chair of the Investment and Finance Committee. The Committee is responsible for all fiscal matters affecting the Foundation, including but not limited to the reviewing of and forwarding to the Board of Directors investment information and compliance, financial statements, and the annual budget. The Committee may select and appoint additional members and advisors from time to time to assist it in performing these duties.

8.4 Audit Committee. The Audit Committee is established in compliance with the Nonprofit Integrity Act (Act). The Committee is comprised of one outside community member, the Director of Internal Audit for California State University, Long Beach, and one other person appointed by the Board of Directors. The outside community member shall serve as Chair of the Audit Committee. The Committee is responsible for assuring compliance with the Act, including but not limited to, recommending to the Board of Directors the retention and termination of independent auditors; negotiating the independent auditors' compensation; conferring with the auditors to satisfy committee members that the financial affairs of the Foundation are in order; reviewing and determining whether to accept the audit; assuring that any non-audit services performed by the auditing firm conform with the standards for auditor independence set forth in the latest revision of the Government Auditing Standards issued by the Comptroller General of the United States; and approving performance of non-audit services by the auditing firm.

8.5 Standing Committee Meetings. The meetings and actions of the standing committees shall be governed by and held in accordance with the Bylaws provisions applicable

to meetings of the Board as they pertain to calling meetings, notice of meetings, quorums, waiver of notice, adjournment, notice of adjournment and action without a meeting, except as otherwise determined by the Board. The Board may adopt rules for the governance of its standing committees not inconsistent with the provisions of these Bylaws.

**ARTICLE 9.
OTHER COMMITTEES**

9.1 The Board of Governors (BOG). The purpose of the BOG shall be to advise the Corporation on the raising, development, investment, management, expenditure, and distribution of funds for the benefit of CSULB. The BOG shall coordinate its activities directly with the Development Committee. The BOG shall consist of twenty-four (24) community persons selected by the Chair, all of whom shall serve at the pleasure of the Chair of the Board of Directors.

The Board may from time to time create other committees of the Board, each consisting of two or more Directors, to serve at the pleasure of the Board. Any committee exercising the authority of the Board shall not include as members persons who are not Directors. However, the Board may create other committees that do not exercise the authority of the Board and these other committees may include persons who are not directors.

**ARTICLE 10.
AMENDMENTS**

These Bylaws may be adopted, amended, or replaced by a majority of the Board. Notice of any proposed amendment(s) to these Bylaws may be communicated by email, fax or other electronic means and shall be provided to each Director at least fourteen (14) calendar days prior to action by the Board on the proposed amendment(s), and copies of any proposed amendment(s) shall be available and may be transmitted by email, fax or other electronic means to any Board member upon request.

Appendix A:

Process for the Selection, Appointment and Reappointment of Members of the Foundation Board of Directors

In accordance with Section 5.02 of the Bylaws for the California State University, Long Beach Foundation, The Board shall be composed of and appointed as follows:

- a) The President of California State University, Long Beach (CSULB), Chair;
- b) The Vice President for Administration and Finance at CSULB, Treasurer;
- c) The Provost and Senior Vice President for Academic Affairs at CSULB, Vice Chair;
- d) The Associate Vice President for Research and External Support, Secretary;
- e) Two (2) persons from the public with expertise in business, finance, law, and/or public service who shall be selected by the President at CSULB;
- f) A former voting member of the Executive Committee of the Academic Senate at CSULB, who shall be selected by the President at CSULB;
- g) A member who is a Principal Investigator (PI) of a currently funded project managed through the CSULB Research Foundation, and has been appointed by the President according to selection procedures approved by the Board.
- h) The President of the Associated Students at CSULB.

Each Director on the Board shall serve in his or her individual capacity. The term of the President of CSULB, the Vice President for Administration and Finance, the Provost and Senior Vice President for Academic Affairs, and the Associate Vice President for Research and External Support shall continue for each so long as each shall serve in such position at CSULB. The term of the President of the Associated Students at CSULB shall continue for so long as he or she shall serve in such position at CSULB. The term of the representative of the group of Principal Investigators shall be for a period of two (2) years. The term of each other Director shall be for a period of three (3) years.

Since term of service for five members of the Board (President, Provost and Senior Vice President, Vice President for Administration and Finance, Associate Vice President for Research and External Support, and President of the Associated Students) shall continue as long as each person serves in such position at CSULB, this policy outlines the selection, appointment, and reappointment procedure for the remaining four members.

Public Members

CSULB Foundation Bylaws provide for the appointment of two (2) persons from the public with expertise in business, finance, law, and/or public service to the Board of Directors.

I. Prior to the expiration of the term of either incumbent of these positions, the Chair in consultation with the other Board Officers shall develop a slate of eligible candidates.

II. After considering the slate of eligible candidates, the Chair will select a representative. The representative will be appointed to serve as a member of the Foundation Board of Directors for a three-year term.

Academic Senate Member

CSULB Research Foundation Bylaws provide for the appointment of a former voting member of the Executive Committee of the Academic Senate at CSULB.

I. At least three months prior to the expiration of the term of the incumbent of this position, a slate of three nominees will be provided by the Chair of the Academic Senate to the Foundation's Chief Executive Officer. Each nominee must be a current employee of CSULB, and must have held a position as a voting member on the Executive Committee of the Academic Senate.

II. The slate of nominees will be presented by the Foundation's Chief Executive Officer to the Chair of the Foundation Board of Directors.

III. From the slate of nominees, the Chair will select a representative. The representative will be appointed to serve as a member of the Foundation Board of Directors for a three-year term.

Principal Investigator Member

CSULB Research Foundation Bylaws provide for the appointment of a member who is a Principal Investigator (PI), having a currently funded project managed through the CSULB Research Foundation.

I. A general call for nominations will be made in a memorandum going to the members of the tenured/tenured-track faculty at least 4 months before the end of the previous PI Board Member's term under the signature of the Foundation Board Chair. This call will allow self nominations from the PIs and nominations from the faculty. The nomination material will

include information about the range of responsibilities undertaken by a member of the Board of Directors, and the role that the PI Board Member is expected to assume as a director. Nominees will be requested to submit a one-page statement of qualifications concerning their experience as a PI, including the types of grant and contract awards received, the volume of activity over the last five years, the knowledge and extent of the PI's interface with the CSULB Research Foundation, and the PI's skills and abilities in managing grant/contract activities. Nomination forms will be submitted to the Foundation's Chief Executive Officer.

II. All of the applications for nomination of a PI Board Member will be submitted to the Foundation's Chief Executive Officer by the published closing date and be provided to the Secretary of the Board of Directors. The Secretary of the Board will arrange consultation with the Provost and Senior Vice President's Management Council and the Executive Committee of the Academic Senate. All nominations and accompanying materials will be shared with the Provost and Senior Vice President's Management Council and the Executive Committee of the Academic Senate.

III. The Provost and the Senior Vice President's Management Council, and the Executive Committee of the Academic Senate will each submit a list of recommended nominees for the position of PI Board Member to the Secretary of the Board of Directors. The Secretary will submit a consolidated list of all nominees recommended by both groups to the Chair of the Foundation Board.

IV. The Chair will choose a representative PI from the submitted list of nominees and appoint the selected individual to the Board for the next two-year term.

V. If a PI Board member resigns or otherwise fails, refuses or is unable to serve during his or her appointed term, the Chair may select an alternate from the list of recommended nominees or initiate the process for new nominations.

Reappointment

The Foundation's Chief Executive Officer will review and determine the ending date of the term for each of the four (non-ex-officio members) on an annual basis. No later than six months prior to the end of the term, the Chief Executive Officer will generate a notification letter to the Chair.

If the Chair decides to extend an offer of reappointment, he/she will issue a re-appointment letter at least one month prior to the term end. A copy of the letter will be sent to the Board of Directors and the Chief Executive Officer of the Foundation.

If a Public Member declines re-appointment, the Chair will select a new member in accordance with the selection procedures for Public Members.

If the Academic Senate Member declines re-appointment, the Chair will select a former voting member of the Executive Committee of the Academic Senate in accordance with the selection procedures for the Academic Senate Member.

If the Principal Investigator Member declines re-appointment, the Chair will select a Principal Investigator of a currently funded project managed through the Foundation in accordance with the selection procedures for the Principal Investigator Member.

The Chief Executive Officer will work closely with the Chair to ensure that copies of invitation and reappointment letters are retained and provided to the Foundation Chief Executive Officer's Office.

CSULB RESEARCH FOUNDATION

6300 State University Drive, Suite 332, Long Beach, CA 90815
PHONE (562) 985-5537 FAX (562) 985-7951

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected and acting Secretary of the California State University, Long Beach Research Foundation, and that the attached Bylaws of this Corporation consisting of fifteen (15) pages (including Appendices) are as amended and approved by the Board of Directors on July 23, 2015.

Dated: July 23, 2015

Signed: _____

A handwritten signature in black ink, appearing to be 'S. Kim', written over a horizontal line.

Dr. Simon Kim
Secretary

CSULB Research Foundation

6300 State University Drive Suite 332, Long Beach, CA 90815 (562) 985-5537 FAX: (562) 985-7951

RESOLUTION TO AMEND BYLAWS

WHEREAS, the Board wishes to amend its Bylaws to adopt alternative procedures for replacement of the Principal Investigator member of the Board of Directors;

BE IT RESOLVED, the Board of Directors hereby amends Attachment A ("Principal Investigator Member") of its Bylaws to state:

"V. If a PI Board member resigns or otherwise fails, refuses or is unable to serve during his or her appointed term, the Chair may select an alternate from the list of recommended nominees or initiate the process for new nominations."

I hereby certify that the above Resolution was adopted by the Board of Directors of CSULB Research Foundation at a meeting held on July 23, 2015 at Long Beach, California.



Dr. Simon Kim, Secretary

Date

7/23/15