

BY-LAWS
of
Faculty Association of California Community Colleges-
EDUCATION INSTITUTE,
a California Public Benefit Corporation

ARTICLE 1
NAME

SECTION 1. NAME

The name of this corporation is: Faculty Association of California Community Colleges-Education Institute. This corporate name is used with the consent of the Faculty Association of California Community Colleges, a California nonprofit corporation, granted by its Board of Governors at a regular meeting on May 3, 1998.

ARTICLE 2
OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office of the corporation for the transaction of its business is located in Sacramento County, California.

SECTION 2. CHANGE OF ADDRESS

The county of the corporation's principal office can be changed only by amendment of these By-laws and not otherwise. The Board of Directors may, however, change the principal office from one location to another within Sacramento County and such changes of address shall not be deemed an amendment of these By-laws.

SECTION 3. OTHER OFFICES

The corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the Board of Directors may, from time to time, designate.

ARTICLE 3
PURPOSES AND OBJECTIVES

SECTION 1. PURPOSES AND OBJECTIVES

The primary charitable and educational purposes of this corporation shall be research and analyses and the dissemination of information to, and the ongoing education and professional development of

California community college faculty. Primary objectives of this corporation shall include, but not be limited to, increasing the understanding of: current and emerging pedagogy, information and communications technologies, legislative and policy directions affecting teaching and learning, community college student needs, new community college missions and programs, and potential partnerships within and outside the California community college educational community.

ARTICLE 4 DIRECTORS

SECTION 1. COMPOSITION

The Board of Directors shall be comprised of (a) the currently serving officers and governors-at-large of the Faculty Association of California Community Colleges (FACCC), a California nonprofit corporation, and (b) up to three (3) persons not serving on the Board of Governors of FACCC but who are appointed to the Board of Directors of this corporation by the President of FACCC, with approval by a majority vote of the Board of Governors of FACCC. The number of directors may be changed by amendment of this By-law, or by repeal of this By-law and adoption of a new By-law, as provided in these By-laws.

SECTION 2. TERMS OF OFFICE

Each Director shall hold office during his or her tenure as an officer or Governor-at-large of the Faculty Association of California Community Colleges, or for one (1) year, and until his or her successor, if any, is appointed and qualifies.

SECTIONS. POWERS

Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the Articles of incorporation of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 4. DUTIES

It shall be the duty of the Board of Directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these By-laws;

- (b) Evaluate all officers, agents and employees of the corporation to assure that the duties are performed properly;

- (c) Meet at such times and places as required by these By-laws;

(d) Register their addresses with the Secretary of the corporation. Notices of meetings mailed to them at such addresses shall be valid notices thereof.

SECTION 5. COMPENSATION

Directors shall serve without compensation. Directors shall, however, be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 4 of this Article.

Directors may not be compensated for rendering services to the corporation in any other capacity other than Director unless such compensation is reasonable, is allowed by law, and is approved in advance by a majority vote of the Board of Directors.

SECTIONS. PLACE OF MEETINGS

Meetings of the Board of Directors shall be held at the principal office of the corporation or at such place within or without the State of California which has been designated from time to time by the Board of Directors. Any meeting, regular or special, may be held by conference telephone, electronic mail, or similar communications equipment.

SECTION 7. REGULAR MEETINGS

The Board of Directors shall adopt an annual meeting calendar with at least two (2) regular meetings per year.

SECTIONS. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the Chairperson of the Board of Directors and such meetings shall be held at the place, within or without the State of California, designated by the Chairperson, and in the absence of such designation, at the principal office of the corporation.

SECTION 9. NOTICE OF MEETINGS

Regular meetings of the Board of Directors may be held without notice beyond the minutes of the Board of Directors meeting at which the annual meeting calendar was adopted. Special meetings of the Board of Directors shall be held upon ten (10) days notice by first-class mail or notice delivered personally or by telephone, facsimile, or electronic mail. If sent by mail, the notice shall be deemed to be delivered on its deposit in the mails. Notice of meetings not herein dispensed with shall specify the place, day and hour of the meeting. The purpose of-any special meeting of the Board of Directors shall be specified in the notice.

SECTION 10. QUORUM FOR MEETINGS

A quorum for Board of Directors meetings shall consist of a majority of the Directors currently serving. Except as otherwise provided in these By-laws, in the Articles of Incorporation of this corporation, or

by law, no business shall be considered by the Board of Directors at any meeting at which a quorum is not present, and the only motion which the Chairperson shall entertain at such meeting is a motion to adjourn.

If a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement of the meeting at which the adjournment is taken, except as provided in Section 9 of this Article.

The Directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to the withdrawal of a Director or Directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or By-laws of this corporation.

SECTION 11. MAJORITY ACTION AS BOARD OF DIRECTORS ACTION 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, unless the Articles of Incorporation or By-laws of this corporation, or provisions of the California Nonprofit Public Benefit Corporation law require a greater percentage or different voting rules.

SECTION 12. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the Chairperson, or in his or her absence, by the Vice Chairperson, the Past Chairperson, or a chair chosen by a majority of the Directors present and voting at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the Board of Directors, provided that, in his or her absence, the presiding chair shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by Sturgis, *The Standard Code of Parliamentary Procedure*, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these By-laws, with the Articles of Incorporation of this corporation, or with provisions of law.

SECTION 13. ACTION BY UNANIMOUS WRITTEN CONSENT Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all Directors shall individually or collectively consent in writing to such action. For the purposes of this Section, only, "all Directors" shall not include any "interested director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation law. Such written consent or consent shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was

taken by unanimous written consent of the Board of Directors without a meeting and that the By-laws of this corporation authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

SECTION 14. VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation, or removal of any Director, and (2) whenever the number of authorized Directors is increased.

The Board of Directors may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation law. Directors who are not members of the FACCC Board of Governors may be removed without cause by a majority action of the Board of Directors.

Any Director may resign upon giving written notice to the Chairperson, the Secretary, or the Board of Directors. The resignation will be effective upon giving notice unless the notice specifies a later time for the effectiveness of the resignation. No Director may resign if the corporation would then be left without a duly designated Director or Directors in charge of its affairs, except upon notice to the Attorney General.

When vacancies on the Board of Directors are filled, they shall be filled by majority action of the Board of Directors.

SECTION 15. NON-LIABILITY OF DIRECTORS

The Directors of this corporation shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

ARTICLE 5 OFFICERS

SECTION 1. NUMBER OF OFFICERS

The officers of this corporation shall be a Chairperson, a Vice Chairperson, a Secretary, a Treasurer, and a Past Chairperson.

SECTION 2. ELECTION, AND TERM OF OFFICE

The Chairperson shall be the duly elected President of the Faculty Association of California Community Colleges (FACCC). The Vice Chairperson shall be the duly elected Vice President of FACCC. The Secretary shall be the duly elected Secretary of FACCC. The Treasurer shall be the duly elected Treasurer of FACCC. The Past Chairperson shall be the current Past President of FACCC.

The Chairperson, Vice Chairperson, Secretary, Treasurer, and Past Chairperson shall serve terms concurrent with their service as corresponding officers of the Faculty Association of California Community Colleges.

SECTION 6 VACANCIES

The provisions for Directors, specified in Article 3, Section 14 of these By-laws, also apply to officers of the corporation.

SECTION 4. DUTIES OF CHAIRPERSON

The Chairperson shall preside at all meetings of the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these By-laws, the Chairperson may, in the name of the corporation, execute such deeds, mortgages, contracts, or other instruments which may from time to time be authorized by the Board of Directors.

In general, the Chairperson shall perform all duties incident to the office and such other duties as may be required by law or which may be assigned from time to time by the Board of Directors.

SECTION 5. DUTIES OF VICE CHAIRPERSON

In the absence of the Chairperson, or in the event of his or her inability or refusal to act, the Vice Chairperson shall perform all the duties of the Chairperson, and when so acting shall have all the powers of, and be subject to all the restrictions on, the Chairperson. The Vice Chairperson shall have other powers and perform such other duties as may be prescribed by law, by the Articles of incorporation, or as may be prescribed by the Board of Directors.

SECTION 7 DUTIES OF SECRETARY

The Secretary shall:

Certify and keep at the principal office of the corporation the original, or a copy of the Articles of Incorporation as amended or otherwise altered to date; the original, or a copy of these By-laws as amended or otherwise altered to date; and a book of minutes of all meetings of the Board of Directors and, if applicable, meetings of committees.

See that all notices are duly given in accordance with the provisions of these By-laws or as required by law.

In general, perform the duties incident to the office of Secretary and such other duties as may be

required by law or which may be assigned from time to time by the Board of Directors.

SECTION 7. DUTIES OF TREASURER

The Treasurer shall:

Oversee all funds and securities of the corporation, all receipts and disbursements of funds, and all accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any Director, or his or her agent or attorney, on request therefor.

Render to the Board of Directors at each regular meeting an account of any or all transactions and of the financial condition of the corporation.

in general, perform all duties incident to the office of Treasurer and such other duties as may be required by law or which may be assigned from time to time by the Board of Directors.

SECTION 8. DUTIES OF PAST CHAIRPERSON

in the absence of the Chairperson and Vice Chairperson, or in the event of their inability or refusal to act, the Past Chairperson shall perform all the duties of the Chairperson, and when so acting shall have all the powers of, and be subject to all the restrictions on, the Chairperson. The Past Chairperson shall have other powers and perform such other duties as may be prescribed by the Board of Directors.

ARTICLE 6 COMMITTEES

SECTION 1. COMMITTEE FORMATION AND MEMBERSHIP

The corporation shall have such committees, including advisory committees, as may from time to time be designated by action of the Board of Directors. The members of each committee shall be approved by majority vote of the Board of Directors. Such committees may include persons who are not also Directors.

SECTION 2. ADDITIONAL RULES AND REGULATIONS

The Board of Directors may adopt additional rules and regulations pertaining to the conduct of, meetings of, and all activities of committees.

ARTICLE 7 EXECUTION OF INSTRUMENTS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors may, by majority action and notation in the minutes, authorize any officer or agent of the corporation 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, 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 monetarily for any purpose or in any amount. Within the policy direction set by the Board of Directors, staff of the corporation may execute routine agreements, pursue contributions, submit grant proposals, and take all administrative actions necessary to further the purposes of the corporation.

ARTICLE 8 FISCAL YEAR

SECTION 1. FISCAL YEAR OF THE CORPORATION

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

ARTICLE 9 AMENDMENT OF BY-LAWS

SECTION 1. AMENDMENT

Subject to any provision of law applicable to the amendment of by-laws of public benefit nonprofit corporations, these By-laws may be altered, amended, or repealed and new By-laws adopted only by a majority action of the Board of Directors at a meeting held subsequent to the meeting at which any By-laws amendment has been proposed.

ARTICLE 10 AMENDMENT OF ARTICLES

SECTION 1. AMENDMENT

Any amendment of the Articles of Incorporation shall be by a majority action of the Board of Directors at a meeting held subsequent to the meeting at which any amendment of the Articles of Incorporation has been proposed.

SECTION 2. CERTAIN AMENDMENTS

Notwithstanding Section 1 of this Article, this corporation shall not amend its Articles of incorporation to alter any statement which appears in the original Articles of incorporation of the names and addresses of the first Directors of this corporation, nor the name and address of its initial agent, except to correct an error in such statement or to delete such statement after the corporation has filed a "Statement by a Domestic Non-Profit Corporation" pursuant to Section 6210 of the California Non-profit Corporation law.

ARTICLE 11

PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

SECTION 1. PROHIBITION

No Director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment of any such person of reasonable compensation for services performed for the corporation in effecting its public or charitable purposes, provided that such compensation is otherwise permitted by these By-laws and is fixed by action of the Board of Directors. No such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation. On such dissolution and winding up of the affairs of the corporation, the assets of the corporation, after all debts have been satisfied, shall be distributed as required by the Articles of incorporation of this corporation and not otherwise.

WRITTEN CONSENT OF DIRECTORS ADOPTING BY-LAWS

We, the undersigned, are all of the persons named as the initial directors in the Articles of incorporation of Educational Association of California Community Colleges Faculty, a California nonprofit corporation, and pursuant to the authority granted to the Directors by these By-laws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing By-laws, consisting often (10) pages, as the By-laws of this corporation.

Dated 6-16-1998

Signature on File - Evelyn "Sam" Weiss, Initial Director

Signature on File - John McDowell, Initial Director

Signature on File - Carolyn Russell, Initial Director

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the By-laws of the corporation named in the title thereto and that such By-laws were duly adopted by the Board of Governors of the Faculty Association of California Community Colleges, a California nonprofit corporation, which officers and governors will become the Board of Directors of this corporation upon its incorporation.

Dated 6-16-1998

DRS. BY-LAWS2 5-9-98