



BYLAWS FACULTY ASSOCIATION OF
CALIFORNIA COMMUNITY COLLEGES – EDUCATION INSTITUTE,
A CALIFORNIA PUBLIC BENEFIT CORPORATION

As Amended: May 1, 2024

Article I. Name

The name of the organization governed by these bylaws shall be the Faculty Association of California Community Colleges Education Institute, operating as a non-profit organization, hereinafter referred to as the “Education Institute.” This corporate name is used with the consent of the Faculty Association of California Community Colleges, a California nonprofit corporation hereinafter referred to as “FACCC,” granted by its Board of Governors at a regular meeting on May 3, 1998.

Article II. Purpose

The primary charitable and educational purposes of this corporation shall be research, communications, and professional development pertaining to the faculty of the California Community Colleges.

Article III. Relationship to FACCC

The Education Institute is a corporation, separate from FACCC, whose purpose is meant to be complimentary to FACCC. While the Foundation has no members within the meaning of the California Corporation Code, it is anticipated that membership in FACCC will be granted to individuals who make donations to the Education Institute pursuant to contracts approved by the Education Institute Board of Directors. Service on the Board of Directors of the Education Institute is limited to active FACCC members as determined by the FACCC Board of Governors.

Article IV. Leadership and Funding

Section 1. Leadership. The Education Institute is a policy institute – not a membership, dues-based organization – guided by a board whose directors and officers are current members of FACCC.

Section 2. Funding. Funding for the Education Institute may include, but not be limited to, contractual relationships with representative organizations of community college faculty, corporate and other sponsorships or support, donations from individuals or other public or private sources, advertising,

and professional development revenue. The Education Institute Board of Directors shall have authority over financial matters.

Article V. Statewide Structure

Section 1. Annual Meeting. The Education Institute shall hold a business meeting, which may be held jointly with FACCC, known as the Annual Meeting.

Section 2. Regions. The Board of Directors shall define, jointly with FACCC, six (6) geographic regions making up the State of California and assign each member of the Education Institute to one region on the basis of location of employment. Once every five years, commencing July 1, 2005, the Board of Directors shall examine the six regions and realign them as necessary.

Section 3. Elections. Election of candidates for the Board of Directors and officer positions may take place jointly with FACCC, and shall occur by the end of each academic year of the California Community Colleges with the process and schedule approved by the sitting Board of Directors.

Article VI. Board of Directors

Section 1. Function. There shall be a Board of Directors that is a representative governing body whose function shall be to determine policy for the Education Institute. The Board of Directors shall serve as the managing body of the Institute.

Section 2. Composition. The Board of Directors shall be comprised of the then-sitting members of the FACCC Board of Directors.

- a. The Executive Director shall not be a member of the Board but shall be invited to attend and participate in both regular and special meetings of the Board to the extent deemed appropriate by the Board.

Section 3. Responsibilities of Directors. The responsibilities of Directors of the Education Institute shall be as set forth in written policies adopted by the Board.

Section 4. Meetings. The Board of Directors shall generally conduct its meetings in coordination with the meetings of the FACCC Board of Governors, in the following manner:

- a. Calendar. The Board shall establish a calendar of Board of Director meetings for the year.
- b. Regular Meetings. The Board of Directors shall meet regularly according to the established calendar, unless otherwise ordered by the President. Meeting agenda and materials shall be sent to each Board member no later than one week prior to each meeting date, with electronic communication as a valid means of communication. The Board of Directors may hold meetings in conjunction with the FACCC Board of Governors.
- c. Special Meetings.
 - (1) The President may call a special meeting of the Board of Directors at her/his discretion. The call shall state the purpose of the meeting.

(2) The President shall call a meeting of the Board of Directors within two weeks after receipt of written request for such meeting from three or more members of the Board. The call shall state the reason and purpose of the meeting.

d. Guests. A guest may attend a meeting of the Board of Directors, upon approval of the Board.

e. Notice. The Board may hold regular meetings without notice at the time and place for the regular meetings fixed by the Board, and may hold emergency meetings with notice appropriate to the circumstances, if any person authorized to call a meeting determines that an emergency exists and calls an emergency meeting. The Board may hold special meetings upon four days notice by first class mail or 48 hours notice delivered personally or by telephone, email, or facsimile.

f. Quorum. A quorum for a meeting of the Board of Directors shall consist of a majority of the voting membership of the Board.

g. Closed Session. All board discussions of a confidential nature, including, but not limited to personnel, litigation, removal of a Director shall be conducted in closed session. A Board member may request a closed session on any item; however, such request may be denied by a majority of Board members present and voting. Matters discussed in closed session shall remain confidential unless the sharing of information is authorized by a majority of the Board.

Section 5. Communication with Members of FACCC. The Board of Directors is responsible for ensuring that regular written communication is provided to members of FACCC about activities of the Education Institute.

Section 6. Donor Interests. The Board of Directors is responsible for identifying and responding to donor interests.

Section 7. Conflict of Interest. All prospective and current Board members must disclose any actual or potential conflicts of interest with the Education Institute. The Board may disqualify any prospective Board member from running or any current Board member from continuing to serve because of a conflict of interest. Any contract between the Education Institute and a sitting Board member shall be ratified by the Board of Directors or by the Executive Committee, acting in lieu of the Board, before the contract shall take effect.

Article VII. Officers

Section 1. Composition. The officers of the Education Institute shall be the then-sitting officers of FACCC.

Section 2. Duties. The duties of each officer shall be those customary to each office, or as may otherwise be determined by the Board.

Article VIII. Executive Director

Section 1. Description. The Board of Directors shall appoint an Executive Director to conduct day-to-day management of the Education Institute, including the management and supervision of Education Institute employees. The Executive Director shall be subject to the supervision by and accountable to the Board. Executive Director duties and compensation shall be set forth in an employment contract ratified by the Institute and FACCC Board of Directors and in policies adopted by the Board.

Section 2. Termination. The Board may terminate an Executive Director pursuant to a majority vote at a regularly scheduled or special meeting. Although the Board may seek input from the Executive Committee, the Board may not delegate this function to the Executive Committee. Prior to any such decision, the Board must review the contract with the Executive Director and receive advice from a qualified attorney as to any legal consequence of this decision.

Article IX. Committees

Section 1. Executive Committee. The Executive Committee is comprised of the President, President Elect or Past President, Vice President, Secretary, Treasurer, Part-Time Representative and non-voting Executive Director of the Education Institute. All or some Executive Committee members shall serve as liaison to a Standing Committee of the Education Institute. The Executive Committee is a subcommittee of and accountable to the Board, and shall have the authority to act in lieu of the Board between meetings of the Board of Directors. When the Executive Committee makes decisions on behalf of the Board, they must be reported to the Board of Directors at its next regularly scheduled meeting.

Section 2. Standing Committees.

a. Standing Committees may be created by the President with the approval of the Board of Directors to address pertinent issues of the Education Institute. Standing Committees exist at the pleasure of the Board of Directors and have no independent authority other than making recommendations to the Board and implementing Board decisions. The Board of Directors shall review the committee structure with respect to effectiveness each year.

b. Committee Membership. Except as may be otherwise set forth in these Bylaws, eligibility for committee membership shall be open to any Regular member of FACCC. Committee assignments shall be made by the Board of Directors. The President with the approval of the Board may remove any committee member from his/her position.

c. Committee Chairs. Chairs of the Standing Committees shall be appointed by the President, with ratification of from the Board from any Regular member of FACCC (except as may be otherwise set forth in these Bylaws), and are responsible to the Board. The President with the approval of the Board, may remove any Committee Chair from his/her position.

Section 3. Other Committees. The President, with the approval of the Board of Directors, may appoint other Special Committees and Task Forces as the need arises.

Section 4. President as Ex-Officio Member. The President shall serve as ex-officio non-voting member of all Standing and Special Committees and Task Forces. However, s/he may delegate any member of the Board of Directors to represent her/him in this manner.

Article X. Finance

Section 1. Fiscal Year. The fiscal year of the Education Institute shall have the same fiscal year as FACCC.

Section 2. Revenues. Contracts and other means of financial support shall be determined by contracts and other means approved by the Board of Directors.

Section 3. Treasurer's Report. The Treasurer shall make a report on receipts, expenditures, and financial condition of the Education Institute at all regular meetings of the Board of Directors and at any other time that the President may direct.

Section 4. Budget. The Board of Directors shall prepare and adopt a budget for the following year.

Section 5. Financial Policies. Except as may otherwise be set forth in these Bylaws, the financial rules and policies of the Education Institute shall be the same as FACCC financial policies.

Section 6. Audit. The President shall have the books of the Education Institute reviewed annually by an independent Certified Public Accountant, and these books shall be audited, rather than reviewed, at least every third year as of the close of the fiscal year unless the Board of Directors grants an exception by two-thirds majority vote. The results of the audit shall be reported to the Board of Directors and shall become a part of the records of the Board.

Article XI. Affiliations

Section 1. Description. The Education Institute may affiliate with, join with, or act in concert with such other organizations, associations, individuals or corporations as it deems appropriate in the furtherance of its specific purposes.

Section 2. Proposal. Affiliation with other organizations, or terminations of affiliation, may be proposed by a majority of the Board of Directors.

Section 3. Delegates to Other Groups. The President shall nominate one or more delegates to each meeting of affiliated or related groups at which the Education Institute is entitled to be represented with a vote. The Board of Directors shall confirm or reject such nominations. Should the number of delegates be different from the number of votes assigned, the Board shall assign the proportion of votes.

Section 4. Interest-Based Councils. A group of regular members of FACCC may petition the Board of Directors to establish an Interest-Based Council. A constituting interest shall be professional in nature, focusing on matters of policy relevant to the California Community College system. An Interest-Based Council must be self-funded.

A written proposal, describing the composition of the Council and its purpose shall accompany the petition signed by regular members of FACCC. Both documents shall be submitted to the President who presents the petition/proposal to the Board of Directors at the next scheduled meeting. A second reading of the petition/proposal shall be scheduled for the immediately subsequent meeting at which the Board shall either approve or deny the proposal for Interest-Based Council status by majority vote. The Board of Directors may invite petitioners to present their proposal at the second reading session.

Article XII. Parliamentary Authority

Section 1. Robert's Rules. The latest edition of Robert's Rules of Order Newly Revised shall be the authority for all procedural matters not covered by the Bylaws of the Education Institute.

Article XIII. Amendments to Bylaws

Section 1. Board of Directors. Amendments may be made with a two-thirds vote of the Board of Directors.