

BYLAWS OF
CALIFORNIA COMMUNITY COLLEGE COUNCIL FOR STAFF DEVELOPMENT, INC.

ARTICLE I: NAME

The name of this corporation is California Community College Council for Staff Development, Inc. (4CSD).

ARTICLE II: PURPOSE

Section 1. General Purpose. The general purpose of 4CSD is to provide professional learning and collaboration opportunities for and advocacy on behalf of professional development practitioners in the California Community College system.

Section 2. Specific Purposes. Within the context of the General Purpose stated above, 4CSD serves professional development practitioners in the California Community Colleges through these specific strategic priorities:

- A. Provide professional development for professional development practitioners in the California Community Colleges
- B. Provide professional network and support for professional development practitioners in the California Community Colleges
- C. Lead, collaborate, innovate and advocate for needed policy and practices related to professional development for all professionals in the California Community Colleges

ARTICLE III: Constituency

Section 1. Definition of Constituency. 4CSD is not a membership organization; there are no dues or fees. 4CSD exists to serve its constituents. Constituents of 4CSD are those in the public community colleges within the state of California who serve any employee group – including faculty, staff and administrators – by: planning, providing, or facilitating professional learning; tracking and reporting Flex; coordinating Human Resources/compliance training, serves on a professional development

committee, and; duties related to the above. Constituents may work at a college or a district office. For the purposes of this document, "District office" refers to a department or unit that serves, but is considered separate (physically or organizationally) from, its affiliated college(s); district offices are typically found in multi-college districts.

ARTICLE IV: Board of Directors

Section 1. Composition. The number of Executive Board members shall not be more than ten (10) members and not fewer than five (5) members. The Board shall make intentional efforts to recruit a Board which reflects the constituency, including but not limited to: location of the campus/district (North, South, Central, Rural, Urban, Suburban); size of campus/district; single-college and multi-college districts; Board members' primary position (Faculty, Classified, Administrator), as well as the diversity of the California Community College workforce. There shall not be more than one Board Member from each college/district office.

Section 2. Qualifications. No person shall be a Board Member who is not part of the 4CSD constituency as defined in Article III. If a Board Member changes their position/assignment such that they are no longer part of the 4CSD constituency, they shall resign their position on the Board.

Section 3. Term of Office. The term of office shall be two (2) years, with one-half (1/2) of the directors elected each year. Terms of office shall begin on January 1 of the year following election. Board members may be reelected for any number of terms.

Section 4. Powers. The Board shall have all authority over the affairs of 4CSD during its tenure of office, and they shall be responsible for carrying out the policies for the conduct of its business provided that they do not conflict in any manner with these bylaws.

Section 5. Regular and Annual Meetings. An annual meeting of the Board of Directors shall be held at a time, day and location determined by the Board. The Board will hold regular meetings on a cycle determined by the Board. Board meeting schedules, agendas and minutes shall be shared with the constituency.

Section 6. Special Meetings. Special meetings of the Board may be called by or at the request of the Chair or any two members of the Board. Notice of any special meeting of the Board shall be given at least two (2) days in advance of the meeting by email or phone.

Section 7. Quorum. A quorum of the Board shall be fifty (50) percent plus one (1). The Board shall not vote on Action items at meetings without a quorum.

Section 8. Filling a Vacancy. Should a vacancy occur before a Board member has served their complete term, the Board shall appoint an interim member to serve until the next regularly scheduled election. The appointment must be made by majority vote of the Board.

Section 9. Removal. Any member of the Board may be removed with or without cause, at any time, by vote of two-thirds (2/3) of the members of the Board if in their judgment the best interest of 4CSD would be served thereby. Each member of the Board must receive written notice of the proposed removal at least ten (10) business days in advance of the proposed action. An officer who has been removed as a member of the Board shall automatically be removed from office.

ARTICLE V: OFFICERS

Section 1. Officers. The officers of 4CSD shall be the Chair, Vice Chair, Secretary, and Treasurer, all of whom will be elected by and from the Board. There is no limit to the number of terms for these positions. All officers will deliver to their successor all papers, documents, audited records and funds in their possession within thirty (30) days after vacating office.

Section 2. Officers and Duties. Elections of officers shall be held at the first meeting of the Board following the election of Board members. A nominee is elected to office by majority vote of the Board. The term for each Officer is one year. There are no term limits for officers.

A. Chair

1. The Chair shall preside at and set agendas for all Board meetings. The Chair shall perform all such duties as usually belong to this office, including managing and monitoring the Board's adherence to strategic priorities and progress toward organizational goals.
2. The Chair shall be an ex-officio, nonvoting member of any committees, and exercise general supervision over their work and that of other officers in order to ensure that the aims and purposes of 4CSD are being met.
3. The chair shall present a written annual program report on or before the conclusion of the Chair's term of office, which will be a part of the official minutes.
4. The Chair shall represent 4CSD at or appoint a proxy for any external meetings, including meetings with the State Chancellor's office representatives.

5. The Chair shall determine, with input from the Board, any additional duties that need to be completed and delegate these to Board members not elected into officer positions. For example, this may include: Webmaster, Conference Coordinator, Education Coordinator, Outreach Coordinator, etc.

B. Vice Chair

1. The Vice Chair shall assist at all Board meetings and preside in the absence of the Chair.
2. The Vice Chair shall develop, distribute and analyze an annual needs assessment survey of constituents. The results will be published and distributed to the constituency.
3. The Vice Chair shall serve as back up for the Chair, Secretary and Treasurer.
4. The Vice Chair shall serve as a signer on checking accounts.
5. The Vice Chair shall manage the timeline and calendar of the organization as it relates to key activities such as communication to constituents, professional development activities and elections.

C. Secretary

1. The Secretary shall act as the custodian of all documents and files of 4CSD and will produce these promptly when called upon to do so by the Chair.
2. The Secretary shall organize and inform the Board of meeting dates, times, and locations.
3. The Secretary shall record minutes of all the Board meetings and distribute them to the Board within 30 days after the meeting.
4. The Secretary shall ensure that Board meeting agendas and minutes are posted on the 4CSD website.

D. Treasurer

1. The Treasurer shall keep an accurate account of all funds received and disbursed. The Treasurer shall render a statement to the Board at all regular meetings of the Board.
2. The Treasurer shall have custody of all financial documents of 4CSD and shall make these available to the Chair and the Board on demand. The Treasurer shall render a complete yearly inventory of all such documents in their possession, which shall be properly filed, and shall render a complete report at the annual meeting.
3. The Treasurer shall be responsible for ensuring that the organization completes and submits all fiscal documents, including tax returns and corporate documents, with

state and federal agencies to ensure 4CSD remains in compliance with all applicable laws and regulations.

4. The Treasurer shall be responsible for ensuring that all documentation related to fiscal matters are updated, including contact information and addresses on bank accounts and corporate documents.
5. The Treasurer shall advise the Board as to conference budget and attendee fees, as well as negotiate and manage contracts related to the conference.

Section 3. Removal of Officer. The vote of two-thirds ($\frac{2}{3}$) of the Board voting at a Board meeting in which quorum is met may remove any officer of the Board and elect a successor for the unexpired term. No officer of the Board shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing ten (10) business days prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such expulsion.

ARTICLE VII: BOARD ELECTIONS

Section 1. Election Coordinator. The Board shall elect an Election Coordinator by majority vote at a regular meeting of the Board. The Election Coordinator shall not be running for office in the election.

- A. Duties. The Election Coordinator shall distribute to the constituency a call for candidates. The Election Coordinator shall render to the constituency a report of the slate of candidates for each vacancy. Following the election, the Election Coordinator will notify the constituency of the result of the election.

Section 2. Candidate Eligibility. All Candidates must be part of the constituency as defined in Article III. Candidates from the same College/District Office. Per Article IV, Section 1, "There shall not be more than one Board Member from each college/district office." A candidate may not run for the Board if there is a Board member (whose term is not expiring) from the same college/district office already serving on the Board. If two candidates from the same college/district office run in the election, the candidate with the greatest number of votes shall be elected.

Section 3. Elections process. Elections for those positions becoming vacant as prescribed in these bylaws shall be by ballot.

- A. Voting. There shall be one vote per community college or district office.

- B. Multiple Votes from the same college. If multiple votes are received from the same college or district office, the Elections Coordinator will contact the constituents from the college or district office and ask that they reach a consensus regarding their candidate selections and resubmit the vote to the Elections Coordinator. The nominees receiving the highest number of votes are elected.

Section 4. Elections Results. Results of the elections will be ratified by the Board at the next meeting following the conclusion of elections. Following ratification, the results will be announced to the constituency.

ARTICLE VIII: COMMITTEES

Section 1. Special Committees and Representatives. The Chair may appoint from time to time such special committees and representatives as the Chair deems necessary and proper to the function of 4CSD.

ARTICLE IX: ADMINISTRATION

Section 1. Compensation of Officers and Executive Board. No salary shall be paid to any officer or board member for any services or special duty rendered to 4CSD.

Section 2. Compensation for Other. No salary or other monies may be paid to any person or firm to accomplish the duties herein without two-thirds ($\frac{2}{3}$) vote of the Board.

Section 3. Acts of Corporation. No person shall act in the name of 4CSD except as authorized in these bylaws or by the Board or the Chair. No person shall, without prior approval of the Chair or Board, send any letter, notice or written communication in the name 4CSD.

Section 4. Fiscal Year. The fiscal year end of 4CSD shall be June 30.

ARTICLE X: DISSOLUTION

The property of 4CSD is irrevocably dedicated to charitable and educational purposes. On the dissolution of 4CSD, after paying or adequately providing for the debts, obligations and liabilities of 4CSD, the remaining assets of 4CSD shall be directed in alignment with 4CSD's stated purpose and articles of incorporation, as determined by the Board and in accordance with California and federal law.

ARTICLE XI: AMENDMENTS

Amendments to these bylaws or the 4CSD Articles of Incorporation may be proposed by written request of any Board member or constituent. Such proposed amendment shall be presented in writing to all Board Members at least ten (10) working days prior to the next Board meeting. Each proposed amendment will be presented and discussed at the meeting, and will be considered approved upon official recording of the majority vote of the Board at a regular or special meeting at which a quorum was present.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected and acting Secretary of the California Community College Council for Staff Development, Inc., a California nonprofit public benefit corporation, and the above Bylaws, consisting of seven (7) pages are the Bylaws of 4CSD as approved by the Board April 13, 2023. Executed at Riverside, California, this 26th day of April, 2023.

Natalie Halsell
Secretary