

By

Section 6. Annual Meetings

There shall be an annual meeting of the Board of directors held concurrently with the regular meeting in January.

Section 7. Regular Meetings

Regular meetings of the Board of Directors shall be held at least once during each fiscal quarter and may be called by the chair or by anyone authorized by the Executive Committee.

Section 8. Special Meetings

Special meetings of the Board of Directors may be called as needed by the chair or the President of the College.

Section 9. Place of the Meetings

Meeting of the Board of Directors shall be held at any place within this State which has been designated from time to time by resolution of the board or by 9 07 Td(bo)TjETQq0 0 0 written consent of all members of the board. In the absence of such

Section 12. Meeting of the Executive Committee

Meetings of the Executive Committee may be called for any purpose by any member of the Executive Committee. All meetings of the Executive Committee shall be conducted in accordance with provision of Chapter 9 of Part 1 of Division 2 of Title 5 of the Government Code, commencing with Section 54950.

Section 13. Quorum

A majority of the total number of voting directors shall constitute a quorum for the transaction of business at every annual, regular, special or emergency meeting. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action is taken is approved by at least a majority of the required quorum for such meeting.

Section 14. Defense and Indemnification

This Corporation shall defend any Director who is a part or is threatened to be made a party to any proceeding, other than an action by or in the right of the Corporation, by reason of the fact that such Director is or was an agent of this Corporation, and will indemnify any such Director against expenses, judgments, fines, settlements and any other amounts actually and reasonably incurred in connection with such proceeding if such Director reasonably believed to be in the best interest of this Corporation and, in the case of a criminal proceeding, if such Director had no reasonable cause to believe the conduct was unlawful.

Section 15. Removal of Directors

Dir

Community College District, the OWC Foundation Board shall have the benefit of the advice and counsel of at least one attorney admitted to practice law in the State of California, and at least one licensed Certified Public Accountant.

Section 20. Acceptance of Gifts and Grants

Charitable and philanthropic gifts, and grants to Orange Coast College are submitted

The vice chair, in the absence or disability of the chair, shall perform all the duties of the chair, and in so acting shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 7. Secretary

The secretary shall assist the chair in the p

There shall be an Investment Committee with a membership drawn solely from the Board of Directors as follows treasurer, Vice President of Administrative Service of Orange Coast College and at least three (3) and not more than five (5) other directors appointed by the chair.

Section 2.

The Finance and Investment Committee shall have the power to make all investment determinations on behalf of the Board of Directors.

r
ARTICLE VIII

Conflict of Interest

Section 1

No member of the board shall be financially interested in any contact or other transactions entered into by the bo