

Notice of Meeting

**College of Marin Foundation
Board of Directors**

**April 24, 2018
4:30 p.m.**

**College of Marin, Kentfield Campus
Academic Center, Room 217
835 College Avenue
Kentfield, California**

AGENDA

1. Call to Order, Roll Call, Adoption of Agenda
2. Public Comment (3 minute limit)
3. Approve Minutes, January 10, 2018 Meeting
4. Approve Restated Articles of Incorporation
5. Adjourn Meeting

**College of Marin Foundation
Board of Directors**

January 10, 2018

**College of Marin, Kentfield Campus
Academic Center, Room 217
835 College Avenue
Kentfield, California**

Minutes

1. Call to Order, Roll Call, Adoption of Agenda

The meeting of the COM Foundation Board of Directors was called to order at 5:00 p.m. Diana Conti and David Wain Coon were present. M/s (Coon/Conti) to approve agenda. Motion carried 2-0.

2. Public Comment (3 minute limit)

There was no public comment.

3. Approve Minutes, October 9, 2017

M/s (Conti/Coon) to approve the minutes from the October 9, 2017 meeting. Motion carried 2-0.

4. Approve Proposed Revisions to College of Marin Foundation Bylaws

Revisions to bylaws as prepared by legal counsel were discussed. M/s (Coon/Conti) to approve the College of Marin Foundation Bylaws as revised. Motion carried 2-0. Bylaws will be forwarded to legal counsel for next steps.

5. Adjourn Meeting

M/s (Coon/Conti) to adjourn the meeting. Motion carried 2-0. Meeting adjourned at 5:15 p.m.

**RESTATED ARTICLES OF INCORPORATION OF
COLLEGE OF MARIN FOUNDATION**

The undersigned certify that:

1. They are President and Secretary/Treasurer, Board of Directors, respectively, of the College of Marin Foundation, a California corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

**RESTATED ARTICLES OF INCORPORATION
OF
COLLEGE OF MARIN FOUNDATION**

ARTICLE I

The name of this corporation is, and shall be, College of Marin Foundation.

ARTICLE II

(a) This corporation is a California nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for public and charitable purposes. The corporation elects to be governed by all of the provisions of the Nonprofit Corporation Law of 1980 not otherwise applicable to it under Part 5 of Division 2.

(b) The specific purpose of this corporation shall be to advance the interests and promote the welfare of College of Marin in Marin County, California, and to carry on other educational and charitable activities associated with this goal as allowed by law.

(c) This corporation is organized exclusively for educational and charitable purposes within the meaning of United States Internal Revenue Code section 501(c)(3) or the corresponding provision of any future United States internal revenue law. Despite any other provision in these articles, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Internal Revenue Code section 501(c)(3) or the corresponding provision of any future United States internal revenue law, or (b) a corporation, contributions to which are deductible under Internal Revenue Code section 170(c)(2) or the corresponding provision of any future United States internal revenue law.

ARTICLE III

(a) No substantial part of the activities of this corporation shall consist of carrying propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate or intervene in (including publishing or distributing statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

(b) All corporate property is irrevocably dedicated to the purposes set forth in Article II. No part of the net earnings of this corporation shall inure to the benefit of any of its directors, trustees, officers, private shareholders or members, or to individuals.

(c) On the winding up and dissolution of this corporation, after paying or adequately providing for the debts, obligations, and liabilities of the corporation, the remaining assets of this corporation shall be distributed to the Marin Community College District for educational purposes solely benefiting the College of Marin in Marin County, California.

ARTICLE IV

The corporation shall be governed by a Board of Directors as provided in the corporation's Bylaws.

ARTICLE V

Any amendment to or repeal of these Articles of Incorporation or the corporation's Bylaws may be made by any means provided in the corporation's Bylaws.

3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the board of directors.

4. The corporation has no members.

Verification

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge, and that this declaration was executed on April 24, 2018, at Kentfield, California.

By: _____
Diane M. Conti
President, Board of Directors

By: _____
David Wain Coon
Secretary/Treasurer, Board of Directors