

**NAPA VALLEY COMMUNITY COLLEGE  
VITICULTURE AND WINERY**

**Section 2. Composition and Number of Directors** The number of voting Directors shall be seven (7). No more than five (5) of the seven (7) Directors shall be employees or trustees of the Napa Valley Community College District.

- A. One member shall be a member of the Board of Trustees of the Napa Valley Community College District, who shall be appointed by the Board of Trustees of the college district.
- B. One member shall be the Superintendent/President of Napa Valley College or his or her designee.
- C. One member shall be the Vice President of Administrative Services of Napa Valley College, or his or her designee.
- D. Two members shall be faculty members from the District's Viticulture and Winery (ri2.1(neryhTJ/TT prif.224 0a)ct. v11884.98 0ou0220a5t220a5t220a5t220a

Bylaws, or the Master Agreement with the District, 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. Without limiting any such power or authority, the Board

## ARTICLE VI

### MEETINGS OF BOARD OF DIRECTORS

**Section 1. Public Meetings.** Pursuant to Education Code section 72674, the Board of Directors shall conduct its business in public meetings in accordance with the provisions of the Ralph M. Brown Act (Chapter 9, commencing with section 54950 of Part 1 of the Government Code).

**Section 2. Regular Meetings and Organizational Meetings.** Regular meetings of the Board of Directors shall be held at least quarterly. The regular meeting held during the first quarter of each calendar year shall also constitute an organizational meeting, as well as for the transaction of other business.

**Section 3. Special Meetings.** Special meetings of the Board of Directors may be called by the Chair or by a majority of the members of the Board of Directors.

**Section 4. Notice of Meetings.** An agenda for each regular or special meeting shall be posted in accordance with the provisions of the Ralph M. Brown Act.

## ARTICLE VII

### OFFICERS

**Section 1. Officers.** The officers of the Corporation, selected from the members of the Board of Directors, shall be a Chair, Vice Chair, and a Treasurer (Chief Financial Officer), as well as any other such officers as may be elected in accordance with the provisions of this Article.

**Section 2. Office and Term of Office.** The President/Superintendent of Napa Valley College shall automatically serve as the Corporation's Chair and the Vice President of Administrative Services for Napa Valley College shall automatically serve as the Corporation's Treasurer. Terms of office will be concurrent with officers' employment at Napa Valley College. The position of Vice-Chair will be determined through election and shall be for a term of one (1) year. New offices may be created and filled at any meeting of the Board of Directors.

**Section 3. Vacancies.** Vacancies in any of the offices caused by death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors.

**Section 4. Duties of Officers.** The duties of the officers of the Board of Directors shall be as follows:

- A. **Chair.** The Chair shall be the chief executive officer of this Corporation and, subject to the control of the Board, shall be responsible for the supervision, direction and control of the business and affairs of this Corporation. The Chair may sign and execute, in the name of the Foundation, deeds, mortgages, bonds, contracts or other instruments authorized by the Board of Directors except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Foundation. The Chair shall preside at all meetings

of the Board of Directors, shall be an ex-officio member of all committees, and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors. The Chair shall also keep or cause to be kept a book of minutes of the proceedings of the Board of Directors and committees of the Board, shall make service of such notices as may be necessary or proper, shall supervise the keeping of the books of the Corporation, and shall discharge such other duties as pertain to the office or as prescribed by the Board of Directors.

- B. **Vice Chair.** At the request of the Chair, or in his or her absence or disability, the Vice Chair shall perform all the duties of the Ch





by and contract or engagement or to pledge its credit or to render it liable pecuniary for any purpose or in any amount.

**Section 2. Loans.** No loans shall be contracted on behalf of the Foundation and no negotiable paper shall be issued in its name, unless and except as authorized by the Board of Directors. When so authorized by the Board of Directors, any officer or agent of the Foundation may effect loans and advances at any time for the Foundation from any bank, trust company, or other institution, or from any firm, corporation or individual, and for such loans and advances may make, execute and deliver promissory notes, bonds or other evidences of indebtedness of the Foundation and when authorized as aforesaid, as security for the payment of any and all



