

**Center for Advanced Research and Technology
CART FOUNDATION BOARD OF DIRECTORS MEETING**

A special meeting of the Foundation Board of Directors of the Center for Advanced Research and Technology (CART) was held on Tuesday, December 10, 2019, immediately following the CART Board of Directors Meeting held at 4:00p.m. Room C100 located at 2555 Clovis Avenue in Clovis, California.

Vice Chairperson Sandoval called the meeting to order at 5:06p.m.
ORDER

CALL TO

Roll call was taken as follows:

ROLL CALL

BOARD	August	November	December	February	May
BETTS	Proxy	Present	Present		
COOK	Present	Present	Absent		
THOMAS	Absent	Absent	Absent		
SANDOVAL	Present	Present	Present		
KONCZAL	Present	Present	Present		
NELSON	Present	Present	Absent		
O'FARRELL	Proxy	Present	Present		
STAFF					
WATSON	Present	Present	Present		
HANSEN	Present	Present	Absent		
PARKER	Present	Present	Present		

MSCU [Koncza/Betts] to approve the amended agenda as submitted
Information Item 1. A. changed to Action Item 1. A.

**APPROVAL OF
AGENDA**

MSCU [Koncza/Betts] to approve the minutes of the November 12, 2019
regular CART Foundation Board meeting.

**APPROVAL OF
MINUTES**

INFORMATION

1. CART Board Reconfiguration

- A. Appointment of CART Foundation Subcommittee (Nominating Committee) Committee members designated are CUSD Superintendent, Eimear O'Farrell Ed. D., FUSD Superintendent, Robert Nelson, Ed. D. and CART Board Chairperson, Todd Cook.

ACTION

1. Updated CART Foundation Bylaws

MCU [Koncza/O'Farrell] to approve amended CART Foundation Bylaws

- a. **Section 3.04 Number.** The number of Directors shall not be less than seven (7). The number may be increased to any odd number by vote of the Directors. The Chief Executive Officer of CART shall serve as an ex-officio member of the Board. The Directors shall include a minimum of two CART Alumni. Any change in the number of Directors shall receive unanimous approval, by resolution, of all Directors before it becomes effective.

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b. **Section 3.07. Qualification.** There will be permanent seats for the CEO of CART or designee and the Chairperson of the CART Board and at no time will these seats be left unfilled. The Superintendent of Clovis Unified shall appoint one member, the Superintendent of Fresno Unified shall appoint one member and the Fresno Business Council appointee to the CART Board shall appoint one member to the Foundation Board. Persons who would be described in Section 4946(a) (A) or (c) through (G) of the Internal Revenue Code of 1954, as now enacted or as hereafter amended, shall never constitute more than one-third of the Directors of this corporation; and such persons, together with representatives of banks or trust companies which serve as Directors, investment advisors, custodians or agents for or with respect to funds of or held for the benefit of this corporation, shall never constitute more than one-half of the Directors of this corporation.

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c. **Section 3.08. Term of Office.** Each Director shall hold office until the annual meeting three (3) years following his or her election and until the director's successor shall have been elected, or until the director's death, or until the director shall resign, or until the director shall have been removed in the manner hereinafter provided. Additional Directors, if any, shall serve for a period of three years and draw lots for initial terms of office. The term of office for approximately one-third of the Directors shall expire each year. Directors may be re-elected to successive terms.

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d. **Section 3.16. Removal of Directors.** Any Director may be removed, with the exception of the seats held by the Chief Executive Officer of CART and the Chairperson of the CART Board, with or without cause at any time. Removal shall be by a vote of a majority of the Directors of the corporation at a special meeting. Any vacancy on the Board of Directors caused by such a removal shall be filled in the manner specified in Section 3.10. A Director may be removed from office for excessive absenteeism as determined by the Board of Directors. Three consecutive unexcused absences may serve as grounds for removal by the Board of Directors for excessive absenteeism.

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e. **Section 4.02. President/Executive Director** The Board has the authority to hire a President/Executive Director. The President/Executive Director of the CART Foundation shall be the Chief Executive Officer of CART. The responsibilities of this post will include daily operational and liaison duties and other such duties that are deemed appropriate by the Joint Powers Authority (JPA) Board of Directors and the Directors of the corporation. The corporation realizes this position is with the approval and at the discretion of the JPA Board of Trustees of the CART. The position of Executive Director shall be ex-officio and shall not have a vote in corporation matters.

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f. **ARTICLE XII AMENDMENTS**

The Board of Directors may amend this corporation's Articles of Incorporation, as heretofore or hereafter from time to time amended or restate, and these Bylaws as from time to time amended or restated, to include or omit any provision which could be lawfully included or omitted. Any number of amendments, or an entire revision of restatement of the Articles of Incorporation or Bylaws, may be

submitted and voted upon at a single meeting of the Board of Directors and be adopted at such meeting a quorum being present, upon receiving the affirmative vote of not less than two-thirds of the whole number of directors; provided, however, that amendment of Article II of the Articles of Incorporation entitled "Purpose: Article II (Purpose), and Section 3.07 (Qualification), 3.08 (Term of Office) of these bylaws may be made only with the unanimous approval and resolution of all qualified Directors.

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The meeting adjourned at 5:21p.m.

ADJOURNMENT

Respectfully submitted,

Betsy Sandoval, Vice Chairperson
CART Foundation Board of Directors

MSCU = Motion (Board Member making the motion listed), Second (Board Member making the second listed), Carried Unanimously

MSC = Motion, Second, Carried (Board members voting NO listed).

MSF = Motion, Second, Failed (Board members voting NO listed).

CART FOUNDATION: 12/10/19.kp