

BYLAWS
OF
SANTIAGO CANYON COLLEGE FOUNDATION

ARTICLE I

Purposes

The corporation, known as the Santiago Canyon College Foundation (Foundation) is dedicated to support the programs and services of Santiago Canyon College and shall have such purposes as are now, or may hereafter be set forth in this Articles of Incorporation.

ARTICLE II

Powers

The corporation shall have such powers as are now or may hereafter be granted by the laws governing auxiliary organizations of the California Community Colleges and by the Nonprofit Corporation of the State of California, except as limited by the provisions of its Articles of Incorporation or these Bylaws.

ARTICLE III

Offices

The corporation shall have and continuously maintain within the Rancho Santiago Community College District, a principal office for the transaction of the corporation's business.

ARTICLE IV

Membership

Section 1. No regular members. In accordance with Section 5310 of the California Nonprofit Public Benefit Corporation Law, the corporation shall have no members within the meaning of Section 5056 of that law. All action which would otherwise require approval by a majority of all members or approval by members shall require only approval of the Board of Directors. All rights which would otherwise vest in members shall vest in the Directors.

Section 2. Persons Associated With the Corporation. By resolution, the Board of Directors may create any advisory boards, councils, honorary memberships or other bodies as it deems appropriate. The Board of Directors may also, by resolution, confer upon any such class or classes of such persons some or all of the rights of a member under the California Nonprofit Public Benefit Corporation Law other the right to vote:

- (a) for the election of a Director of Directors or an officer or officers; or

- (b) on a disposition of all or substantially all of the assets of the corporation; or
- (c) on a merger; or
- (d) on a dissolution; or
- (e) on changes to the corporation's Articles of Incorporation or Bylaws.

All such voting rights being vested exclusively in the Board of Directors.

ARTICLE V

Board of Directors

Section 1. Definition of Terms. For the purpose of these Bylaws, "Board of Directors" or "Board" refers to the Board of Directors of the corporation, unless otherwise indicated. "District" refers to the Rancho Santiago Community College District. "Board of Trustees" refers to the Board of Trustees of the Rancho Santiago Community College District. "Trustee" refers to a member of the Rancho Santiago Community College District. "Chancellor" refers to the Chancellor of the District.

Section 2. General Powers. All the business and affairs of the corporation shall be managed and controlled by the Board of Directors.

Section 3. Number. The authorized number of voting Directors shall not be less than three (3) nor more than twenty-four (24) until changed by an amendment of these Bylaws.

Section 4. Selection and Tenure. The following persons shall be ex-officio voting Directors of the corporation: the President of the College, the Chancellor of the Rancho Santiago Community College District, and the Executive Director of the Foundation. All other voting Directors shall be nominated by the President of the College and appointed by the Board of Directors and shall serve one (1), two (2) or three (3) year terms as determined by the President of the College. All appointed Directors may have their initial terms extended one (1), two (2) or three (3) years as determined by the President of the College. All subsequent Directors shall have three (3) year terms, ending on June 30 of the third year.

Section 5. Voting. Each voting member of the Board of Directors shall have one vote. There shall be no proxy voting permitted for the transaction of any of the business of this corporation.

Section 6. Resignation and Removal. Any appointed Director may resign from the Board at any time by giving written notice to the President of the Board or the Secretary and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Directors, except those serving ex-officio, may be removed from office only by the vote of a majority of the total number of voting Directors on the Board of Directors, subject to the approval of the President of the College.

Section 7. Vacancies. Any vacancy occurring on the Board of Directors shall be filled by the remaining members of the Board of Directors for the unexpired portion of the term.

Section 8. Compensation of Directors. No Director shall receive any salary or other similar compensation for any services as a Director; however, the Board of Directors may authorize the reimbursement of actual and necessary expenses incurred by the individual Directors performing duties as Directors. Such authorization shall be made in advance of any such expenses being incurred.

Section 9. Inspection by Directors. Each Director shall have the right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation for a purpose reasonably related to such person's interest as a Director, provided that such Director shall not have the right to inspect those books, records or documents made privileged or confidential by law. This inspection must be made by the Director in person, provided that the Director may be accompanied by an agent or attorney, and the right of inspection included the right to copy and make extracts of documents. Nothing in this section shall affect the right of the Board of Directors to conduct the business of the corporation as set forth in these Bylaws.

Section 10. Delegation. Pursuant to Section 5210 of the California Corporations Code, the Board of Directors may delegate the management of the activities of the corporation to any person or persons, management company, or committee however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

Section 11. Conflict of Interest. No member of the Board of Directors shall be financially interested in any contract or other transaction entered into by the Board of Directors that is not in accordance with the conflict of interest provisions set forth in Education Code Sections 72670-72682. The following relationships are specifically deemed not permissible:

- (a) Any contract, other than an employment contract, directly between the Foundation and a Director.
- (b) Any contracts between the Foundation and a partnership or unincorporated association in which a Director is a partner, or owner, or holder, directly or indirectly, of a proprietorship interest.
- (c) Any contract between the Foundation and a for-profit corporation in which a Director is the owner or holder, directly or indirectly, of 5 percent or more of the outstanding common stock.

There are other relationships, including the following, that are permissible:

- (a) Contract between the Foundation and a for-profit corporation in which a Director of the owner or holder, directly or indirectly, of less than 5 percent of the outstanding stock.
- (b) Contract between the Foundation and a for-profit corporation on whose Board of Directors a Director serves and such Director is the owner or holder, directly or indirectly, of less than 5 percent of the outstanding stock.
- (c) Contracts between the Foundation and a nonprofit corporation on whose Board of Directors a Director serves.

ARTICLE VI

Meetings of the Board of Directors

Section 1. Place of Meetings. Meetings of the Board of Directors shall be held at any place within the Rancho Santiago Community College District. In the absence of such designation, meetings shall be held at the principal office of the corporation.

Section 2. Annual Meeting. An annual meeting of the Board of Directors shall be held in May of each year prior to the regular meeting of the Board of Directors. Such meeting shall be for the purpose of

appointing Directors and electing Officers, other than ex-officio Officers, of the corporation and for the transaction of such other business as may come before the meeting.

Section 3. Regular Meetings. Regular meetings of the Board of Directors shall be held at least quarterly upon the notice in accordance with Section 5 of this Article VI.

Section 4. Special Meetings. Special meetings of Directors may be called by, or at the direction of, the President or by a majority of the voting Directors then in office, to be held as such time and place as shall be designated in the notice of meeting. The call and notice of a special meeting shall be delivered at least forty-eight hours prior to any meeting and shall specify the time and place of the meeting and the business to be transacted. If notice is given by facsimile, such notice shall be deemed delivered when the facsimile is transmitted.

Section 5. Notice of Meeting.

- (a) Notice of the time and place of any meeting of the Board of Directors other than special meetings shall be given at least seven (7) days previous thereto delivered personally or sent by mail or facsimile to each Director at his or her address or facsimile number as shown in the records of the corporation. If mailed, such notice shall be deemed to be delivered the next day during which regular mail deliveries are made after the day such a notice is deposited in the United States Postal Service in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by facsimile, such notice shall be deemed delivered when the facsimile is transmitted. The business to be transacted at any regular or special meeting of the Board shall be specified in the notice of any such meeting.
- (b) The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 6. Open Meetings. All meetings of the Board shall be open and public, and all persons shall be permitted to attend any meeting of the Board, in conformity with the California statutes governing the corporation, commencing with Section 54950 of the Government Code. However, the Board may hold closed sessions during any meeting to consider those matters that may lawfully be considered in such sessions.

Section 7. Quorum and Manner of Acting. One-third (1/3), but not less than three (3), of the number of voting Directors authorized in the Bylaws shall constitute a quorum of the Board of Directors for the transaction of business, except to adjourn as provided in Section of the Article VI. Every act or decision done or made by a majority of the Directors present at a meeting at which a quorum is present shall be regarded as the act of the Board of Directors. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of a Director or Directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 8. Adjourned Meetings. A quorum of the Directors may adjourn any Directors' meeting to meet again at a stated day and hour; provided, however, that in the absence of a quorum, a majority of the Directors present at any Directors' meeting, either regular or special, may adjourn from time to time until the time fixed by the next regular meeting of the Board of Directors. If the meeting is to be adjourned for more than twenty-four (24) hours, then the notice of the adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who are not present at the time of the adjournment.

Section 9. Minutes of Meeting and Conduct. Regular minutes of the proceedings of the Board of Directors shall be kept in a book provided for that purpose. The Board of Directors may adopt its own rules of procedure insofar as such rules are not inconsistent with, or in conflict with, these Bylaws, the Articles of Incorporation of the corporation, or with the California Corporation Code.

ARTICLE VII

Officers

Section 1. Officers. The Officers of the corporation shall be a President, Vice President, a Secretary and a Treasurer. The corporation, at the discretion of the Board of Directors, may have the additional Officers. Any number of offices may be held by the same person, except that neither the Treasurer nor the Secretary may serve concurrently as the President, except as provided in Article VII, Section 6. All Officers shall be voting Directors.

Section 2. Election and Terms of Office. Initially, the Officers of the corporation, other than those serving ex-officio, shall be appointed by the President of the College and subsequently will be elected by the Board of Directors at its annual meeting. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as may conveniently be scheduled. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Except as provided in the case of Officers appointed under Section 4 of this Article VII, each officer shall hold office for a term of one (1) year and until his or her successor shall have been elected, unless he or she shall sooner resign, be removed or become ineligible to continue to serve in such capacity. Elected Officers may serve as many successive one (1) year terms as the Board of Directors deems appropriate.

Section 3. Removal and Resignation. Any Officer may be removed from office by a majority of the total number of voting Directors whenever, in their judgment, the best interests of the corporation would be served thereby. Any elected Officer may resign from office at any time by giving written notice to the President of the Board or the Secretary of the corporation and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the corporation under any contract to which the Officer is a party.

Section 4. Vacancies. A vacancy in any office, other than the one occupied ex-officio, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President shall be the presiding officer of the Board of Directors. The President shall have such other powers and duties as the Board of Directors may prescribe from time to time.

Section 6. Vice President. In the absence of disability of the President, the Vice President shall perform all of the duties of the President. When so acting, the Vice President shall have all of the powers and duties of the President. The Vice President shall also have such other duties as from time to time may be assigned to her or him by the President or the Board of Directors.

Section 7. Secretary. The Secretary shall keep or cause to be kept a book of minutes at the principal office or at such other place as the Board of Directors may order of all meetings of the Directors, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Directors meetings. The Secretary shall give or cause to be given notice of all the meetings of the Board of Directors required by these Bylaws or by law to be given.

Section 8. Treasurer. The Treasurer shall cause to be kept the financial records of the funds and assets of the Corporation; shall cause to be received and receipted moneys payable to the corporation from any source whatsoever, and deposit all such funds in the name of the corporation in such banks or other depositories as shall be selected; shall be responsible for causing to be kept all books and records or accounts of the financial transactions and affairs of the corporation; and in general cause to be performed all the duties incident to the office of Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her other duties in such sum and with such surety as the Board of Directors shall determine.

Section 9. Executive Director. The Executive Director shall be the President of Santiago Canyon College or and administrator of the Rancho Santiago Community College District designated by the College President. The Executive Director shall act as the Chief Executive Officer of the corporation and shall have general supervision of the affairs of the corporation.

Article VIII

Indemnification of Directors, Officers, and Other Agents

Section 1. Right of Indemnity. To the fullest extent permitted by law, the corporation shall indemnify its Directors, Officers, employees, and other persons described in Section 5238 (a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that Section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this Bylaw, shall have the same meaning as in Section 5238 (a) of the California Corporations Code.

Section 2. Approval of Indemnity. On written request to the Board by any person seeking indemnification under Section 5238 (b) or Section 5238 (c) of the California Corporations Code, the Board shall promptly determine under Section 5238 (e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238 (b) or Section 5238 (c) has been met and, if so, the Board shall authorize indemnification.

Section 3. Advancement of Expenses. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding covered by those Sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expense.

Section 4. Insurance. The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Officers, Directors, employees, and other agents, against any liability asserted against or incurred by any Officer, Director, employee, or agent in such capacity or arising out of the Officer's, Director's employee's or agent's status as such.

ARTICLE IX

Committees and Advisory Boards

Section 1. Committees. The Board may appoint one or more committees, each consisting of two or more voting Directors, and delegate to such committees any of the authority of the Board except with respect to:

- (a) The filling of vacancies on the Board or in any committee;
- (b) The fixing of compensation of the Directors for serving on the Board or on any committee, should Article V, Section 7 be amended to allow such compensation;
- (c) The amendment or repeal of Bylaws or the adoption of any new Bylaws;
- (d) The amendment or repeal of any resolution of the Board which by its express terms is not so amenable or repealable;
- (e) The appointment of other committees of the Board or the members thereof;
- (f) The approval of any self-dealing transaction, as such transactions are defined in Section 5233 (a) of the California Nonprofit Corporation Law.

Any such committee must be created, and the members thereof appointed, by resolution adopted by a majority of the Directors then in office, provided a quorum is present. The SCC Foundation Director in concert with the President of the Foundation Board shall appoint the Chairs of all committees from among the members thereof. The Board may appoint, in the same manner, alternate members of any committee who replace any absent member at any meeting of the committee. The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Minutes shall be kept of each meeting of each committee.

Section 2. Advisory Boards. The Board may appoint one or more Advisory boards, each consisting of two (2) or more voting Directors or non-Directors. Such Advisory boards shall have their membership and functions defined by a Resolution of the Board. The SCC Foundation Director in concert with the President of the Foundation Board shall appoint the Chairs of all Advisory boards. Advisory Boards shall make recommendations to the Board of Directors through the President of the College; but shall not have the authority of the Board with regard to any matters they may consider. Minutes shall be kept of each meeting of each Advisory Board.

ARTICLE X

Contracts, Loans, Checks, Deposits, and Gifts

Section 1. Contracts. The Board of Directors may authorize any Officer or agent of the corporation, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver and instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. The Board of Directors shall not make any loan of money or property to or guarantee the obligation of any Director.

Section 3. Borrowing. No loan shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.

Section 4. Checks, Drafts, Etc. All checks, drafts, or orders for the payment of money shall be signed by not less than two officers, or agents, (one of whom is an employee designated by the College), of the corporation, in such manner as determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President of the Board.

Section 5. Deposits. All funds of the corporation shall be deposited in a timely manner to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 6. Gifts, Donations, Bequests, Devises, and Trusts. The Board of Directors may at their discretion accept on behalf of the corporation any gift, donation, bequest, devise and Trust for the general purpose or for any specific purposes of the corporation.

Section 7. Specially Funded Grants. Any specially funded grants for research and other projects shall be accepted by the Board of Directors in accordance with policies and procedures established by the Board of Trustees.

ARTICLE XI

Miscellaneous

Section 1. Fiscal Year. The fiscal year of the corporation shall begin on the first day of July and end on the last day of June in each year unless otherwise determined by resolution of the Board of Directors.

Section 2. Rules. The Board of Directors may adopt, amend, or repeal rules not inconsistent with the Bylaws for the management of the internal affairs of the corporation and the governance of its Officers, agents committees, and employees.

Section 3. Books and Records. The corporation shall keep correct and complete books and records of account and shall also keep records and minutes of the proceedings of the Board of Directors and committees. Copies of the minutes of the Board of Directors and of the committees shall be regularly distributed to each member of the Board of Directors.

Section 4. Waiver of Notice. Whenever any notices are required to be given under the provisions of the Nonprofit Corporation Act of the State of California, or under the provisions of the Articles of Incorporation of the corporation, or these Bylaws, a waiver thereof in writing signed by the persons entitled to such notice, whether dates before or after the time stated herein, to the extent permitted by law, shall be deemed equivalent to the giving of such notice.

Section 5. Attorney and Accountant Services. The Board of Directors shall have the benefit of the advice and counsel of at least one attorney admitted to practice law in the State and at least one licensed certified public accountant. Neither the attorney at law nor the certified public accountant need be members of the Board of Directors.

Section 6. Submission of Annual Program and Budget. The Board of Directors shall submit its program and budget for the next fiscal year to the President of the College for his/her approval on or before May 15 of each year. Should the President of the College determine that any program or appropriation shall not be implemented. Further, should a program or appropriation planned by the corporation is not consistent with the policies of the College or the District, the program or appropriation shall not be

implemented. Further, should a program or appropriation which had received approval, upon review, be determined by the President of the College to be operating outside of the scope of the policies of the College or the District, then that program or appropriation shall be discontinued by direction of the President of the College until further review is accomplished and appropriate adjustment is made.

Section 7. Dissolution. In the event that the Corporation is dissolved, the process related to the distribution of its assets will be as set forth in Article X of its Articles of Incorporation.

ARTICLE XII


Amendment to Bylaws

These Bylaws may be amended at any regular meeting of the Board of Directors, or at any special meeting called solely for that purpose, only by the vote of a majority of the total number of voting Directors on the Board of Directors, subject to the written approval of the President of the College, providing that the amendment has been submitted in writing at the previous regular meeting, or submitted in writing to the Directors at least thirty (30) days prior to the next regular meeting of the Board of Directors.

SECRETARY'S CERTIFICATE

THIS IS TO CERTIFY that the foregoing Bylaws of the SANTIAGO CANYON COLLEGE FOUNDATION were duly amended by the Board of Directors of said corporation at a meeting of said Board held on July 26, 2018.

IN WITNESS WHEREOF, the undersigned, Secretary of said corporation, has signed this Certificate hereon this 20th day of September 2018.



Mary McMullin
Secretary