

**BYLAWS
OF THE
SADDLEBACK COLLEGE FOUNDATION**

ARTICLE I

Name

The name of this nonprofit corporation is the SADDLEBACK COLLEGE FOUNDATION, hereinafter referred to as the "Foundation."

The Foundation functions as an auxiliary organization of the South Orange County Community College District. It shall comply and conform with all policies of the South Orange County Community College District and the purposes and limitations set forth in the Articles of Incorporation.

ARTICLE II

Purpose

The Foundation shall have such purposes as are now or may hereafter be set forth in its Articles of Incorporation. The primary purpose of this organization is to raise charitable funds in support of the academic and institutional excellence of Saddleback College.

Key purposes include, but are not limited to the following: generating and receiving community charitable contributions, providing grants and scholarships to educational and community programs of Saddleback College, and promoting broad community recognition and support.

ARTICLE III

Powers

The Foundation 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 Law of the State of California, except as limited by the provisions of its Articles of Incorporation or these Bylaws.

ARTICLE IV

Offices

The Foundation shall have and continuously maintain on the campus of Saddleback College, a principal office for the transaction of the Foundation's business.

ARTICLE V

Organizational Structure

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

Section 2. Persons Associated With the Foundation. By resolution, the Board of Governors may create any advisory boards, councils, honorary memberships or other bodies as it deems appropriate. The Board of Governors may also, by resolution, confer upon any such class or classes of such persons such rights as the Board finds appropriate and as are consistent with California law and these bylaws.

Section 3. Board of Governors

- (a) Definition of Terms. For the purpose of these Bylaws, "Board of Governors" or "Board" refers to the Board of Directors of the Foundation, unless otherwise indicated; "Governor" refers to a member of the Foundation Board; "District" refers to the South Orange County Community College District; "College" refers to Saddleback College; "Board of Trustees" refers to the Board of Trustees of the South Orange County Community College District; "Trustee" refers to a member of the District Board of Trustees. "Chancellor" refers to the Chancellor of the District. "Chairman" refers to the Chairman of the Board of the Foundation, which position shall be held by the President of the Foundation.
- (b) General Powers. All the business and affairs of the Foundation shall be managed and controlled by the Board of Governors.
- (c) Number and Tenure. The Foundation shall have a Board of Governors of not less than fifteen (15) or more than forty-five (45), with the exact number to be determined by resolution of the Board. Each Governor shall hold office for three (3) years, with the limitation of two (2) consecutive three-year terms. No Governor, other than an ex officio Governor, who has served two (2) consecutive three-year terms is eligible for a third term unless a period of one (1) year has elapsed since he or she last served as Governor.
- (d) Officers. The Governors shall elect five Board members to the following offices: President, 1st Vice President, 2nd Vice President, Treasurer and Secretary. No Governor may hold two offices simultaneously.
- (e) Composition of Board. The following persons shall be ex-officio voting Governors of the Foundation: the President of the College and the Chancellor of the District. The President of Saddleback College shall appoint a representative from each of the following as voting members of the Board: (1) College student

body, (2) College administration, (3) College faculty and (4) College classified staff. All other voting Governors shall be elected by the existing voting members of the Board from a pool of potential Governors who are (1) nominated by the Board Development and Membership Committee and (2) whose nomination is approved by the President of the College. The elected Governors shall begin their official term of office at the Board's next annual meeting in June. Non-voting Governors shall be elected, appointed or designated in accordance with section 3(f) of this Article.

- (f) Non-Voting Members of the Board of Governors. The non-voting members of the Foundation Board of Governors shall be members designated under the following categories:
 - (i) Honorary: The Foundation Board may elect persons as honorary members who, because of their position or prestige may reflect honor upon the Foundation and Saddleback College.
 - (ii) Emeritus: The Foundation may elect persons who have served with distinction as active members of the Board of Governors.
 - (iii) Foundation Director: The Foundation shall serve as a non-voting member of the Board of Governors.

- (g) Attendance. Governors shall be expected to attend all Board meetings. After three (3) consecutive unexcused absences, the Secretary shall notify the Executive Committee of excessive absences. The Executive Committee shall recommend appropriate action on a case-by-case basis, which action shall be taken by the Board in its discretion, under terms consistent with these bylaws.

- (h) Voting. Each voting member of the Board of Governors shall have one vote. There shall be no proxy voting permitted for the transaction of any of the business of this Foundation.

- (i) Resignation and Removal. Any appointed Governor may resign from the Board at any time by giving written notice to the Chairman of the Board or the Secretary of the Foundation and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Governors, except those serving ex-officio, may be removed from office only by the vote of a majority of the total number of voting Governors on the Board of Governors, subject to the approval of the President of the College. Except on notice to the California Attorney General, no voting Governor may resign if the Foundation would be left without a duly elected voting Governor.

- (j) Vacancies. Any vacancy occurring on the Board of Governors due to the removal, resignation or death of a Governor other than an ex-officio Governor or a Governor appointed by the President of the College as provided for in section 3(e) of this Article shall be filled by the majority vote of the remaining voting members of the Board of Governors, for the unexpired portion of the term. A vacancy occurring due to the removal, resignation or death of any other Governor

shall be filled in the same manner as the former occupant of the position was selected.

- (k) Compensation of Governors. No Governor shall receive any salary or other similar compensation for any services as a Director; however, the Board of Governors may authorize in advance the reimbursement of actual and necessary expenses incurred by individual Governors performing duties as Governors. Such authorization shall be made in advance of any such expenses being incurred.
- (l) Inspection by Governors. Each Governor shall have the right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Foundation for a purpose reasonably related to such person's interest as a Governor, provided that such Governor 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 Governor in person, provided that the Governor may be accompanied by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents. Nothing in this section shall affect the right of the Board of Governors to conduct the business of the Foundation as set forth in these Bylaws.
- (m) Delegation. Pursuant to Section 5210 of the California Corporations Code, the Board of Governors may delegate the management of the activities of the Foundation to any person or persons, management company, or committee however composed, provided that the activities and affairs of the Foundation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Governors.
- (n) Conflict of Interest. No member of the Board of Governors shall be financially interested in any contract or other transaction entered into by the Board of Governors 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:
 - (1) Any contract, other than an employment contract, directly between the Foundation and a Governor.
 - (2) Any contract between the Foundation and a partnership or unincorporated association in which a Governor is a partner, or owner, or holder, directly or indirectly, of a proprietor-ship interest.
 - (3) Any contract between the Foundation and a for-profit corporation in which a Governor is the owner or holder, directly or indirectly, of 5 percent or more of the outstanding common stock.
 - (4) Any contract in which a Governor is interested, and without first disclosing such interest to the Board of Governors at a public meeting, influences or attempts to influence one or more Governors to enter into the contract.

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

- (1) Contracts between the Foundation and a for-profit corporation in which a Governor is the owner or holder, directly or indirectly, of less than 5 percent of the outstanding common stock.
- (2) Contracts between the Foundation and a for-profit corporation on whose Board of Governors a Governor serves and such Governor is the owner or holder, directly or indirectly, of less than 5 percent of the outstanding stock.
- (3) Contracts between the Foundation and a nonprofit corporation on whose Board of Governors a Governor serves.

Section 4. Foundation Director. The Foundation Director is the Chief Professional Officer of the Foundation and serves at the pleasure of the South Orange County Community College District and the office of the President of Saddleback College. He/she is responsible for the general operations of the Foundation, is a non-voting member of the Board and is a non-voting member of all advisory committees.

ARTICLE VI

Meetings of the Board of Governors

Section 1. Place of Meeting. Meetings of the Board of Governors shall be held at any place within the South Orange County Community College District. In the absence of such designation, meetings shall be held at the principal office of the Foundation.

Section 2. Annual Meeting. An annual meeting of the Board of Governors shall be held in June of each year prior to the regular meeting of the Board of Governors. Such meeting shall be for the purpose of appointing Governors and electing Officers, other than ex-officio Officers, of the Foundation and for the transaction of such other business as may come before the meeting.

Section 3. Regular Meetings. Regular meetings of the Board of Governors shall be held upon notice in accordance with Section 5 of this Article VI. The Board of Governors shall hold at least six business meetings per year.

Section 4. Special Meetings. Special meetings of Governors may be called by, or at the direction of, the Board President or a majority of the voting Governors then in office, to be held on such date and at such time and place as shall be designated in the notice of meeting. The call and notice of a special meeting shall be delivered in accordance with section 5 of this Article and shall specify the time and place of the meeting and the business to be transacted. If notice is given by facsimile or electronic mail, such notice shall be deemed delivered when the facsimile or electronic mail is transmitted.

Section 5. Notice of Meeting.

- (a) Notice of the date, time, and place of any meetings of the Board of Directors shall be given by written notice delivered personally or sent by mail or e-mail or facsimile to each Director at his or her address, as shown on the records of the corporation. If mailed, such notice shall be deposited in the United States mail at

least four (4) days before the date set for the meeting, in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by e-mail or facsimile, such notice shall be sent at least forty-eight (48) hours before the time set for the meeting. The business to be transacted at any special meeting of the Board shall be specified in the notice. If and when California Government Code Sections 54950 et. seq. (the "Brown Act") shall apply to any meeting held by the Foundation, the Foundation shall comply with the requirements of the Brown Act.

- (b) The attendance of a Governor at any meeting shall constitute a waiver of notice of such meeting, except where a Governor 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 Foundation, commencing with Section 54950 et. seq. 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) of the number of voting Governors authorized by resolution of the Board in accordance with these Bylaws shall constitute a quorum of the Board of Governors for the transaction of business, except to adjourn as provided in Section 8 of this Article VII. Every act or decision done or made by a majority of the Governors present at a meeting at which a quorum is present shall be regarded as the act of the Board of Governors. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of a Governor, 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 Governors, or in the absence of a quorum, a majority of the Governors present at any Governors meeting, may adjourn the meeting to meet again at a stated date, time and place. Notice of the date, time, place and business to be transacted at such meeting shall be given to any Governors who were not present at the time of the adjournment.

Section 9. Minutes of Meetings and Conduct. Regular minutes of the proceedings of the Board of Governors shall be kept in a book provided for that purpose. The Board of Governors 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 Foundation or with the law.

ARTICLE VII

Officers

Section 1. Officers. The Officers of the Foundation shall be a President, 1st and 2nd Vice Presidents, a Secretary and a Treasurer. The Foundation, at the discretion of the Board of Governors, may have additional Officers. All Officers shall be voting Governors.

Section 2. Election and Term of Office. Initially, the Officers of the Foundation, other than those serving ex-officio, if any, shall be nominated by the Board Development and Membership Committee and shall be elected by the Board of Governors from those nominees. The Board Development and Membership Committee, which is composed of at least three (3) members of the Board of Governors, shall be appointed no later than November of each year in order to present the slate of Officer nominees for review by the Executive Committee in March and the Board of Governors for review and vote in April. All elected Officers begin their official terms at the annual meeting each June. 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 Governors. Except as provided in the case of Officers appointed under Section 4 of this Article VII herein, 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 Governors deems appropriate.

Section 3. Removal and Resignation. Any Officer may be removed from office by a majority of the total number of voting Governors whenever, in their judgment, the best interests of the Foundation would be served thereby. Any elected Officer may resign from office at any time by giving written notice to the Board Chair or the Secretary of the Foundation 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 Foundation under any contract to which the Officer is a party.

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

Section 5. President. The President shall be the Chief Executive Officer of the Foundation and shall have general supervision of the affairs of the Foundation and the other Officers. The President shall have such other powers and duties as the Board of Governors may prescribe from time to time. Prior to serving as the President, the President shall have served at least one term as an officer and as a member of the Executive Committee. The President will appoint the Chairpersons of the standing committees and serve as an ex-officio member of all standing committees of the Board. The President shall be responsible for the general oversight, direction and control of the business and affairs of this organization. The President shall preside as Board Chair at all meetings of the members of the Board of Governors and the Executive Committee.

Section 6. 1st Vice President. In the absence or disability of the President, the 1st Vice President may perform all the duties of the President. When so acting, the 1st Vice President shall have all of the powers and duties of the President. The 1st 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 Governors. The 1st Vice President shall become President when the President's term expires or he/she leaves office.

Section 7. 2nd Vice President. In the absence or disability of the President or the 1st Vice President, the 2nd Vice President may perform all the duties of the President or 1st Vice President. When so acting, the 2nd Vice President shall have all the powers and duties of the President or the 1st Vice President. The 2nd 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 Governors.

Section 8. Secretary. The Secretary shall keep or cause to be kept, with the assistance of staff, a book of minutes at the principal office or at such other place as the Board of Governors may order of all meetings of the Governors, with the date, time and place of holding, whether regular or special, and if special, how the authorized notice thereof was given, the notice thereof given, and the names of those present at Governors meetings. The Secretary, with the assistance of staff, shall give or cause to be given notice of all the meetings of the Board of Governors required by these Bylaws or by law to be given. In the case of the Secretary's absence, notice may then be given by the Board President or the 1st Vice President. The Secretary shall oversee all books, correspondence, and papers relating to the business of the Foundation, except those of the Treasurer, and shall join with the Board President in the execution on behalf of the Foundation of all contracts, deeds, conveyances and other instruments in writing where authorized by the Board of Governors for the necessary transaction of the business of the Foundation and shall attest the same.

Section 9. Treasurer/Chief Financial Officer. The Treasurer will chair the Finance and Investment Committee. The Treasurer shall report to the Board and the Executive Committee, on the availability and disposition of funds, and on contributions, investments, and expenditures during the reporting period based upon information provided by the Deputy Chancellor of Fiscal Services and the Foundation Director. The Treasurer shall ensure full and accurate account of all receipts and disbursements of this organization-which shall be open at all times to the inspection of the Treasurer and the Board of Governors, shall cause to be deposited monies payable to the corporation from any source whatsoever into such funds in the name of the corporation in such banks or other depositories as shall be selected, and shall make reports of the same to the Board of Governors as it may request. The Treasurer shall have, with the assistance of the Foundation Director and Chancellor of the District or his designee, oversight of all funds of this organization in accordance with written financial policies and procedures and shall cause to be kept the financial records of the funds and assets of the corporation.

ARTICLE VIII

Indemnification of Governors, Officers, and Other Agents

Section 1. Right of Indemnity. To the fullest extent permitted by law, the Foundation shall indemnify its Governors, 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 Foundation, 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 Foundation before final disposition of the proceeding, on receipt by the Foundation 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 Foundation for those expenses.

Section 4. Insurance. The Foundation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Officers, Governors, 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

Section 1. Committees. All committees of the Board of Governors ("Board Committees") shall have members which consist solely of two or more voting Board members. In addition to Board Committees, the Foundation shall also have Advisory Committees, each consisting of two or more Governors or non-Governors. The Board Committees and Advisory Committees shall be standing or special. All members of committees other than ex officio members of such committees and other than members of the Executive Committee shall be appointed annually by the Board Chair, and shall serve at the pleasure of the Board of Governors. Standing committees shall be an Executive Committee, Board Development and Membership Committee, Event Planning Committee, Finance and Investment Committee, and such other standing committees as the Board of Governors may authorize. Of these committees, the Executive Committee, the Finance and Investment Committee, and the Board Development and Membership Committee shall be Board Committees and all other committees listed above shall be Advisory Committees. Advisory committees shall be open to community members, subject to chair approval. The Director of the Foundation will be an *ex officio* member of all Advisory Committees and the President of the Foundation shall be an *ex officio* member of all Board and Advisory Committees. The Board may delegate to Board Committees any of the authority of the Board except with respect to:

- (a) The filling of vacancies on the Board or on any committee;

- (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 amendable 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 Public Benefit Corporation Law; or
- (g) Any other act which, under California law, the Foundation's Articles or these Bylaws, cannot be delegated to a committee.

Any such Board or Advisory Committee must be created, by resolution adopted by a majority of the Governors then in office, provided a quorum is present. The President of the Foundation shall appoint the Chairs of all Advisory Committees from among the members thereof and in accordance with these Bylaws. The Board may appoint, in the same manner, alternate members of any committee who may 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.

Standing committees shall include:

- (a) Executive Committee. The Executive Committee shall have a minimum of three (3) voting Governors as members. It shall be the duty of this Committee to review the nominees for future Governors submitted by the Board Development and Membership Committee and to submit such nominees to the President of the College for approval. The Executive Committee shall have the power to transact regular business of the Foundation Board, other than as prohibited under California law and by these Bylaws. The Executive Committee shall review reports provided by the Treasurer of the Foundation and the Finance and Investment Committee.
- (b) Board Development and Membership Committee. There shall be a minimum of three (3) voting Governors, appointed by the Board, to serve on the Board Development and Membership Committee each year. It shall be the duty of this Committee to submit names, whenever a vacancy occurs, of candidates to be nominated as voting members of the Board of Governors. It is also this committee's duty to submit nominations annually for the election of officers to the Board of Governors and to ensure the election of Officers is conducted prior to the annual meeting each June. This committee is also responsible for new board member orientation and the coordination of the Board annual planning retreat.
- (c) Events Planning Committee. The Events Planning Committee is responsible for planning and coordinating major fundraising events to raise money for the Foundation General Fund, subject to Board approval. This committee shall

coordinate with other fundraising events and groups on campus. Their aim shall be to prevent conflicts in the dates of projects and fundraisers, and to prevent multiple solicitations of individuals or groups. Subject to Board Approval, this committee is also responsible for the solicitation of in-kind contributions. Acceptable contributions include, but are not limited to, cash, securities, land, art objects, services, and other such forms of value as may be acceptable. Contributions in whatever form received shall immediately be conveyed to the Treasurer or the Foundation Director.

- (d) Finance and Investment Committee. The Finance and Investment Committee shall consist of a minimum of three (3) members, one of whom shall be the Treasurer of the Saddleback College Foundation. This Committee shall ensure that written financial policy and procedures are created and revised as necessary, subject to Board Approval, to ensure full and accurate accounting practices are followed. This committee will recommend investment strategies, monitor and report investment income to the Board, assist the Foundation Director in the development of the annual operational budget recommendation and presentation to the Executive Committee and the Board of Governors for approval, and coordinate as necessary with the Planned Gifts and Endowments Committee.
- (e) Special Committees. The President may appoint special Committees with the approval of the Board of Governors for such tasks as circumstances warrant. Such special committees shall limit their activities to the accomplishment of the task for which created and appointed, and shall have no power to act except as specifically conferred by action of the Board of Governors. Upon completion of the task for which appointed such special committees stand discharged.

Section 2. Additional Advisory Boards. The Board may appoint one or more additional Advisory boards, each consisting of two (2) or more voting Governors or non-governors. Such Advisory Boards shall have their membership and functions defined by a Resolution of the Board. The President of the College shall appoint the Chairs of all Advisory Boards. Advisory Boards shall make recommendations to the Board of Governors 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. Subject to any limitation contained in the Master Agreement entered into between District and Foundation, the Board of Governors may authorize any officer or agent of the Foundation, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation, and such authority may be general or confined to specific instances.

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

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

Section 4. Checks, Drafts, Etc. All checks, drafts, or orders for the payment of money shall be signed by the Saddleback College Foundation Director or authorized designee.

Section 5. Deposits. All funds of the Foundation shall be promptly deposited to the credit of the Foundation in such banks, trust companies, or other depositories as selected by the Deputy Chancellor of the South Orange County Community College District and the Board of Governors.

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

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

ARTICLE XI

Miscellaneous

Section 1. Fiscal Year. The fiscal year of the Foundation shall begin on the first day of July and end on the last day of June in each year.

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

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

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 Foundation, or these Bylaws, a waiver thereof in writing signed by the persons entitled to such notice, whether dated 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 Governors 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 shall be members of the Board of Governors.

Section 6. Submission of Annual Program and Budget. The Board of Governors shall submit its program and preliminary budget for the next fiscal year in June of each year and a final annual budget in September of each year to the President of the College for his or her approval. Should the President of the College determine that any program or appropriation planned by the Foundation 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 Board of Trustees 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 an appropriate adjustment is made.

ARTICLE XII

Annual Report to the South Orange County Community College District

The Board of Governors shall annually furnish to the Board of Trustees of the South Orange County Community College District, a report of this organization's activities and fundraising results during the preceding fiscal year, containing information which will assist the District Trustees in insuring that this organization's financial affairs are conducted in accordance with district Auxiliary Organization Regulation and state law. This report shall be prepared by the Foundation Director, reviewed by the Executive Committee and approved by the Foundation Board of Governors.

ARTICLE XIII

Amendment to Bylaws

These Bylaws may be amended at any regular meeting of the Board of Governors, or at any special meeting called solely for that purpose, only by the vote of a majority of the total number of voting Governors on the Board of Governors, 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 Governors at least thirty (30) days prior to the next regular meeting of the Board of Governors. Amendments are further subject to the approval of the Board of Trustees of the South Orange County Community College District.

CERTIFICATE OF SECRETARY

The undersigned Secretary of the Saddleback College Foundation, a California nonprofit public benefit corporation, does hereby certify that the foregoing Bylaws consisting of 13 pages constitute a true and correct copy of the Bylaws of said organization on the date hereof, which were duly adopted by the Board of Governors of said corporation at a meeting of said Board held on _____, 2004.

IN WITNESS WHEREOF, the undersigned, Secretary of said corporation, has signed this Certificate this _____ day of _____, 2004.

(Name)