

**AMENDED AND RESTATED
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”.

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

ARTICLE II

Purposes and Limitations

Section 1. Purpose and Powers. The Foundation shall have such purposes as are now or may hereafter be set forth in its Articles of Incorporation, The primary focus of the organization is to raise charitable funds in support of the academic and institutional excellence of the Saddleback College.

Section 2. Primary Purpose and Goals.

- (a) 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 the Saddleback College, and promoting broad community recognition and support.
- (b) The Saddleback College Foundation general goals are to:
 - 1. Raise funds and friends in support of the students of Saddleback College.
 - 2. Participate in the organization and definition of fund raising activities and development of resources to benefit Saddleback College, including capital improvements.
 - 3. Receive gifts, bequests, and donations to distribute or invest such funds for the benefit and advancement of Saddleback College.
 - 4. Solicit and provide scholarships for students.
 - 5. Conduct periodic fundraising campaigns.

6. Assist in building and maintaining a positive image of Saddleback College in the course of pursuing the primary purposes.
7. Serve as “ambassador of goodwill” for Saddleback College in the course of pursuing the primary purposes.
8. Sponsor activities, which allow for special recognition of community members, philanthropic support of students, faculty, staff and alumni.

Section 3. Limitations.

(a) This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law. Notwithstanding any other provision of these bylaws, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law, or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States internal revenue law.

(b) No substantial part of the activities of this corporation shall consist of lobbying or propaganda or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue Code of 1986, and the corporation shall not participate or intervene (including publishing or distributing statements) in any political campaign on behalf of or in opposition to any candidate for public office except as provided in such Section 501(h).

(c) The property of this corporation is irrevocably dedicated to the purposes set forth above. No part of the earnings of this corporation shall ever inure to the benefit of any directors or officers of this corporation or to the benefit of any private person.

(d) Upon the dissolution and winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for public and/or charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code and under Section 23701d of the California Revenue and Taxation Code or the corresponding section of any future federal or California revenue law.

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 the law.¹ 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 Directors. All rights which would otherwise vest in members shall vest in the Directors which shall be constituted as described in this Article V, Section 3 Board of Directors, paragraph (e) Composition of the Board.

Section 2. Persons Associated with the Foundation. By resolution, the Board of Directors may create any advisory boards, councils, honorary membership 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 such rights as the Board finds appropriate and as are consistent with California law and these bylaws.

Section 3 Board of Directors

- (a) Definition of Terms. For the purpose of these bylaws, "Board" refers to the Board of Directors of the Foundation, unless otherwise indicated; "Directors" refer to the members 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 or Trustees" refers to a member or members of the District

¹ TITLE 1 - CORPORATIONS [100 - 14631] DIVISION 2 – NONPROFIT CORPORATION LAW PART 2 -
NONPROFIT PUBLIC BENEFIT CORPORATIONS
CHAPTER 3 - Members

ARTICLE 1 - Issuance of Memberships

Section 5310 Universal Citation: CA Corp Code § 5310 (through 2013 Leg Sess)

(a) A corporation may admit persons to membership, as provided in its articles or bylaws, or may provide in its articles or bylaws that it shall have no members. In the absence of any provision in its articles or bylaws providing for members, a corporation shall have no members.

(b) In the case of a corporation which has no members, any action for which there is no specific provision of this part applicable to a corporation which has no members and which would otherwise require approval by a majority of all members (Section 5033) or approval by the members (Section 5034) shall require only approval of the board, any provision of this part or the articles or bylaws to the contrary notwithstanding.

(c) Reference in this part to a corporation which has no members includes a corporation in which the directors are the only members.

(Amended by Stats. 1984, Ch. 812, Sec. 1.7.)

Board of Trustees. “Chairperson” refers to the Chairperson of the Board of the Foundation.

- (b) **General Powers.** All the business and affairs of the Foundation shall be managed and controlled by the Board of Directors.
- (c) **Number and Tenure.** The Foundation shall have a Board of Directors 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 Director shall hold office for three (3) years, with the limitation of three (3) consecutive three-year terms. No Director, other than an ex officio Director or presently serving as an officer, who has served three (3) consecutive three-year terms is eligible for a fourth term unless a period of one (1) year has elapsed since he or she last served as Director.
- (d) **Officers.** The Directors shall elect four Board members to the following offices: President/Chairperson, Vice Chair, Treasurer, and Secretary. No Director may hold two offices simultaneously.
- (e) **Composition of the Board.** The following persons shall be voting Directors of the Foundation: the President of the College. The Board of Trustees will select a Trustee to represent the Board of Trustees. The President of Saddleback College may appoint a representative from each of the following as members of the Board: (1) College student body, (2) College administration (3) College faculty and (4) College classified staff. All other Directors shall be elected by the existing members of the Board from a pool of potential Directors who are (1) nominated by the Board Development Committee and (2) whose nomination is approved by the President of the College. The elected Directors shall begin upon approval by the Board, the calculation of their term of office shall be based on the Board’s next annual meeting.
- (f) **All members of the Board of Directors are voting members.** The Foundation Board of Directors may appoint advisors to the Board of Directors under the following categories:
 - (i) **Honorary:** the Foundation Board may elect persons as honorary advisors 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 advisors to the Board of Directors
 - (iii) **Foundation Executive Director:** The Foundation Executive Director shall serve as the chief professional officer of the Board of Directors.
- (g) **Attendance.** Directors 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 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 Foundation.
- (i) Resignation. Any appointed Director 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.
- (j) Removal of Directors. A director may be removed from office without cause by a majority vote of the total number of voting directors then in office.
- (k) Restriction on Interested Persons as Directors. Notwithstanding any other provision of this Article V, no more than forty-nine percent (49%) of the persons serving on the board may be interested persons. An interested person is (a) any person compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the corporation.
- (l) Vacancies. Any vacancy occurring on the Board of Directors due to the removal, resignation or death of a Director other than an ex-officio Director or a Director 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 Directors, for the unexpired portion of the term. A vacancy occurring due to the removal, resignation or death of any other Director shall be filled in the same manner as the former occupant of the position was selected.
- (m) 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 in advance 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.
- (n) Inspection by Directors. Each Director shall have the right at 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 Director, provided that such a Director shall not have the right to inspect those books, records or documents made privileged or confidential by the 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 Foundation as set forth in these Bylaws.

- (o) Delegation. Pursuant to Section 5210 of the California Corporations Code, the Board of Directors 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 Directors.
- (p) 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 provision set forth in Education Code Sections 72670-72682 and other applicable laws including but not limited to the political reform act and government code section 1090. The following relationships are specifically deemed not permissible:
 - (1) Any contract, other than an employment contract, directly between the Foundation and a Director.
 - (2) Any contract between the Foundation and a partnership or unincorporated association in which a Director is a partner, or owner, or holder, directly or indirectly, or a proprietor-ship interest.
 - (3) 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.
 - (4) Any contract in which a Director is interested, and without first disclosing such interest to the Board of Directors at a public meeting, influences or attempts to influence one or more Directors 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 Director 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 Directors a Director serves and such Director 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 Directors a Director serves.

Section 4. Foundation Executive Director. The Foundation Executive 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 advisor to the Board and is a non-voting member of all advisory committees.

ARTICLE VI

Meetings of the Board of Directors

Section 1. Place of Meeting. Regular meetings of the Board of Directors 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 Directors shall be held once 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 Foundation and for the transaction of such other business as may come before the meeting.

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

Section 4. Special Meetings. Special meetings of Directors may be called by, or at the direction of, the Board Chair or by a majority of the voting Directors then in office, to be held on such date and at such time and place as shall be designated in the notice of meeting and in compliance with government code section 54950, the "Brown Act." The call 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 other than special meetings 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 seventy two (72) hours before the time set of 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 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 Foundation, commencing with Section 54950 et. seq. of the government Code. However, the Board may hold closed session during any meeting to consider those matters that may lawfully be considered in such sessions.

Section 7. Quorum and Manner of Acting. A majority of the number of voting Directors authorized by resolution of the Board in accordance with these bylaws shall constitute a quorum of the Board of Directors 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 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, 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, or in the absence of a quorum, a majority of the Directors present at any Directors 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 Directors 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 Directors shall be archived. 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 Foundation, or with the law.

ARTICLE VII

Officers

Section 1. Officers. The Officers of the Foundation shall be a President/Chairperson, Vice Chair, a Secretary, a Treasurer, and the immediate Past Chairperson. The Foundation, at the discretion of the Board of Directors, may have additional Officers. All Officers shall be voting Directors.

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 Committee and shall be elected by the Board of Directors from those nominees. The Board Development Committee, which is composed of at least three (3) members of the Board of Directors, 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 Directors 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 Directors. 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 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 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 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 Directors for the unexpired portion of the term.

Section 5. President/Chairperson. The President/Chairperson shall have such powers and duties as the Board of Directors may prescribe from time to time. Prior to serving as the Chair, the Chairperson shall have served at least one term as an officer and as a member of the Executive Committee. The Executive Committee will appoint the Chairpersons of the standing committees and serve as an ex-officio member of all standing committees of the Board. The Chair shall be responsible for the general oversight and direction. The Chairperson shall preside as Board Chair at all meetings of the members of the Board of Directors and the Executive Committee.

Section 6. Vice Chair. In the absence or disability of the Chairperson, the Vice Chair may perform all the duties of the Chairperson. When so acting, the Vice Chair may have all the powers and duties of the Chairperson. The Vice Chair may also have such other duties as from time to time may be assigned to her or him by the Chair or the Board of Directors. The 1st Vice Chair shall become Chair when the Chairperson's term expires or he/she leaves office.

Section 7. 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 Directors may order of all meetings of the Directors, 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 Directors meetings. The Secretary, with the assistance of staff, 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. In the case of the Secretary's absence, notice may then be given by the Board Chairperson or the Vice Chair. 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 Chair in the execution on behalf of the Foundation of all contracts, deeds, conveyances and other instruments in writing where authorized by the Board of Directors for the necessary transaction of the business of the Foundation and shall attest the same.

Section 8. Treasurer/Chief Financial Officer. The Treasurer serves on 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 Vice Chancellor of Business Services and the Foundation Executive 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 Directors, 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 Directors as it may request. The Treasurer shall have, with the assistance of the Foundation Executive 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 Directors, Officers, and other Agents

Section 1. Right of Indemnity. To the fullest extent permitted by law, the Foundation shall defend and hold harmless 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 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 Corporation 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. Insurance. The Foundation shall 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

Section 1. Committees. All committees of the Board of Directors ("Board Committees") shall have members which consist solely of two or more Board members. In addition to Board Committees, the Foundation shall also have Advisory Committees, each consisting of two or more Directors or non-Directors. 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 Directors. Standing committees shall be an Executive Committee, Board Development Committee, Event Committee, Finance and Investment Committee, and such other standing committees as the Board of Directors may authorize. Of these committees, the Executive Committee, the Finance and Investment Committee, and the Board Development 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 Executive 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;
- (b) The amendment or repeal of Bylaws or the adoption of any new Bylaws;
- (c) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (d) The appointment of other committees of the Board or members thereof;
- (e) 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
- (f) 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 Directors then in office, provided a quorum is present. The Chairperson/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 Directors as members. It shall be the duty of this Committee to review the nominees for future Directors submitted by the Board Development 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 Committee. There shall be a minimum of three (3) voting Directors, appointed by the Board, to serve on the Board Development 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 Directors. It is also this committee's duty to submit nominations annually for the election of officers to the Board of Directors 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.

- (c) 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 Treasurer and the Executive Director in the development of the annual operational budget recommendation and presentation to the Executive Committee and the Board of Directors for approval, and coordinate as necessary with the planned gifts and Endowments Committee.
- (d) Special Committees. The Chair may appoint special Committees with the approval of the board of Directors for such tasks as circumstances warrant. Such special committees shall limit their activities to the accomplishment of the task for which they are created and shall have no power to act except as specifically conferred by action of the Board of Directors. Upon completion of the task for which appointed such special committees stand discharged.

Section 2. Additional Adjunct Boards. The Board may appoint one or more additional Adjunct boards, each consisting of two (2) or more voting Directors or non-Directors. Such Adjunct Boards shall have their membership and function defined by a Resolution of the Board. The President of the College shall appoint the Chairs of all Adjunct Boards. Adjunct Boards shall make recommendation 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 Adjunct 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 Directors may authorize any officer or agent of the Foundation, in addition to the Officers so authorized by these Bylaws, to enter in writing 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 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 Foundation 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 the Saddleback College Foundation Executive 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 Vice Chancellor of Business Services of the South Orange County Community College District and the Board of Directors.

Section 6. Gifts, Donations, Bequests, Devises and Trusts. The Board of Directors may at their discretion accept on behalf of the Foundation any contribution, gift, bequest, or devise for the general purposed 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 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 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 Directors 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 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 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 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 shall be member of the Board of Directors.

Section 6. Submission of Annual Program and Budget. The Board of Directors 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 Directors 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 ensuring 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 Executive Director, reviewed by the Executive Committee and approved by the Foundation Board of Directors.

ARTICLE XIII

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. 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 14 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 Directors of said corporation at a meeting of said Board held on November 29, 2018.

IN WITNESS WHEREOF, the undersigned, Secretary of said corporation, has signed this Certificate this 13TH day of DECEMBER, 2018.


(Name)

APPENDIX B

DISTRICT FACILITIES USED BY FOUNDATION

1. Saddleback College: Administration and Governance Building Rooms 131, 128, 128A, 127
2. Saddleback College: approximately one-sixth of Administration and Governance Building Room 124, 106

The District will donate the use of the above facilities to the Foundation pursuant to Education Code section 81440(a).