

**FIRST AMENDED BYLAWS OF SAN DIEGO
CITY COLLEGE FOUNDATION, INC.
(A Nonprofit Organization)**

ARTICLE I
NAME

The name of this nonprofit corporation is the San Diego City College Foundation, Inc., hereinafter referred to as the “Foundation.”

ARTICLE II
PURPOSES

The purpose of the Foundation shall be to:

1. Provide direct financial support to worthy students and employees, so as to enable them to withstand economic pressures while in pursuit of opportunities for advancement through education.
2. Serves as an auxiliary for student clubs, extracurricular activities, grants, and donations in support of the college’s vision and mission.
3. Maintain a vital, ongoing relationship with community leaders and the college constituency for the purpose of determining and meeting local needs.
4. Serve as a forum for the support of the goals and objectives of San Diego City College in its quest for excellence in student-centered education.
5. Develop collaborative relationships with other entities to encourage and support college bound youth.
6. Support City College’s Institutional Priorities (as defined in the Master Plan) and participate in related activities.

ARTICLE III
OFFICES

The principal office of the Foundation in California shall be located in the City of San Diego, County of San Diego. The Foundation may have such other offices, either within or without the State of California, as the Foundation Board may determine or as the affairs of the Foundation may require.

ARTICLE IV
MEMBERSHIP

SECTION 1. *No Members.* The Foundation shall have no members within the meaning of the California Nonprofit Corporation Law.

SECTION 2. *Associates.* Nothing in this Article IV shall be construed as limiting the right of the Foundation to refer to persons associated with it as “members” even though such persons are not members of the Foundation, and no such reference shall make anyone a member within the meaning of Section 5056 of the California Nonprofit Corporation Law, including honorary or donor members. Such individuals may originate and participate in the discussion of any subject that may properly come before any meeting of the Foundation Board, but may not vote. The Foundation may confer by amendment of its Articles of Incorporation or these Bylaws some or

all of the rights of a member, as set forth in the California Nonprofit Corporation Law, upon any person who does not have the right to vote for the election of members of the Foundation Board of Directors (members of the Foundation Board), on a disposition of substantially all of the Foundation's assets, on the merger or dissolution of it, or on changes to its Articles of Incorporation or Bylaws, but no such person shall be a member within the meaning of Section 5056. The Foundation Board may also, in at its discretion, without establishing memberships, establish an advisory council or honorary board or such other auxiliary groups as it deems appropriate to advise and support the Foundation.

SECTION 3. *Authority Vested in the Foundation Board.* Any action that would otherwise require approval by a majority of all members or approval by the members shall require only approval by members of the Foundation Board. All rights that would otherwise vest in the members shall vest in the Foundation Board.

ARTICLE V THE FOUNDATION BOARD

SECTION 1. *General Powers.* Subject to the provisions and limitations of the California Nonprofit Corporation Law and any other applicable laws, and subject to any limitations of the Articles of Incorporation or these Bylaws, the activities and affairs of the Foundation shall be managed by the Foundation Board.

SECTION 2. *Number, Tenure, Selection and Qualifications.* Membership on the Foundation Board of Directors shall be comprised of up to eleven (11) voting members, an Executive Director (ED-depending on finances-non-voting), the president of San Diego City College (non-voting), and the President's Office support staff (non-voting). Two (2) of the voting members on the Foundation Board shall be the following employees (but not exclusive) of San Diego City College:

1. The Vice President of Administrative Services (provides budget oversight)
2. The Scholarship Coordinator (provides oversight of Foundation scholarships and donor relations)

Foundation Board of Directors may serve up to two (2) consecutive three (3) year terms. The Foundation Board shall reserve the right to extend the terms of any board member, via a vote, beyond the two terms. In the case of a sudden vacancy, the Foundation Board will consider new members via nomination and a vote of its members. Voting for the appointment of new members of the Foundation Board may be completed in person, via email, and/or via proxy.

It is recommended that the Foundation maintain a balance of membership between business community, alumni, students, and the campus community. Annually, members of the Foundation shall submit a Conflict of Interest Form adopted by San Diego City College under the Political Reform Act, if applicable, or such other conflict of interest policy as may be adopted by the Foundation.

SECTION 3. *Nominations by Committee.* The Chair of the Foundation Board shall work with the college president, and/or the ED to appoint a committee to designate qualified candidates for election to the Foundation Board. A nominating committee shall designate qualified candidates based upon their support for the mission and goals of the Foundation and upon their

ability to minimum of \$1000.00 annually for the endeavors of the Foundation. A new member can be brought forth via a recommendation to the full board from the Chair and/or the college president. The Foundation Board shall vote on new members prior to the person being added to the board.

SECTION 4. *Removal of a Member of the Foundation.* A member of the Foundation may be removed from office without cause by an affirmative vote of two-thirds of the total members of the Foundation Board. Such vote shall be by secret written ballot. Having missed three consecutive meetings, a member of the Foundation will be contacted by the Chair of the Foundation Board or designee to review Foundation Board roles and responsibilities and to discuss continued participation on the Foundation Board. In addition, Chair of the Foundation Board or designee may make a recommendation to the full Foundation Board on the continuation of the delinquent member participation on the Foundation Board.

SECTION 5. *Annual Planning Meetings (Retreat).* The Foundation Board shall host an annual planning retreat during the summer for the purpose of planning, election of or appointment of officers and the transaction of such other business as may properly be brought before the meeting. This meeting shall be designed to establish goals, programming and an annual budget.

SECTION 6. *Regular Meetings.* Regular meetings of the Foundation Board shall be held monthly during the months of September through June. The meetings occur on the Third Tuesday of the month, unless changed by a vote of the Foundation Board. The Foundation Board shall provide by resolution the time and place, for the holding of the annual meeting and these regular meetings of the Foundation Board without other notice than such resolution.

SECTION 7. *Special Meetings.* Special meetings of the Foundation Board may be called by or at the request of the Chair or any two (2) members of the Foundation. The person or persons authorized to call special meetings of the Foundation Board may fix any place, including by conference call or other related technologies, as the place for holding any special meeting of the Foundation Board.

SECTION 8. *Notice.* Notice of any special meeting of the Foundation Board shall be given at least forty-eight (48) hours previously thereto by written notice delivered personally or sent by mail, email or fax to each member of the Foundation at their address as shown by the records of the Foundation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed with postage thereon prepaid.

SECTION 9. *Quorum.* A simple majority (50+1) of the Foundation Board shall constitute a quorum for the transaction of business at any meeting of the Foundation Board; but if less than the majority of the members of the Foundation are present at said meeting, a majority of the members of the Foundation present may adjourn the meeting without further notice.

SECTION 10. *Manner of Acting.* The act of a majority of the members of the Foundation present at a meeting at which a quorum is present shall be the act of the Foundation Board, unless the act of a greater number is required by law or by these Bylaws.

SECTION 11. *Vacancies.* Any vacancy occurring in the Foundation Board and any membership of the Foundation to be filled by reason of an increase in the number of members of the Foundation may be filled by appointment by the remaining members of the Foundation. Such a vacancy should be filled within sixty (60) days from the date of resignation of a current member of the Foundation or from the date of creation of a new membership of the Foundation. A member of the Foundation selected to fill a vacancy shall be selected for the unexpired term of their predecessor in office. Any vacancy will change the percentage required for a simple majority.

SECTION 12. *Compensation* members of the Foundation as such shall not receive any stated salaries for their services; however, the Foundation Board may approve the reimbursement of a member of the Foundation's actual and necessary expenses incurred in the conduct of the Foundation's business. The Foundation may carry liability insurance respecting the conduct of the Foundation's business by the members of the Foundation. Subject to Article V, Section 15 and the California Nonprofit Corporation Law, nothing herein shall preclude a member of the Foundation from serving the Foundation in any other capacity, including without limitation as an officer, agent, or employee of the Foundation, and receiving compensation for such service so long as such compensation is recorded on the member of the Foundation's Conflict of Interest Statement. Failure to do so may result in disciplinary action as set forth by the Chair of the Foundation Board, including dismissal from the Foundation Board.

SECTION 13. *Action Without Meeting.* Any action required or permitted to be taken at a meeting of the Foundation Board may be taken without a meeting if a consent in writing (usually via email), setting forth the action so taken, shall be signed by all of the members of the Foundation or acknowledged by email or phone. Such consent(s) shall have the same effect as a vote of the Foundation Board and shall be filed with the minutes of the Foundation Board proceedings. For purposes of this section only, the phrase "all members of the Foundation Board" shall not include any "interested persons" as defined in Article V, Section 15.

SECTION 14. *Appointment of Advisors.* the Foundation Board shall appoint a member of the Foundation to serve as an advisor, or at the Foundation Board's discretion establish an advisory body, to recommend proposals to the Foundation Board from San Diego City College faculty and staff. Additional advisors may be appointed by the Foundation Board to serve in an advisory capacity.

SECTION 15. *Restriction on Interested Members of the Foundation.* Not more than forty-nine percent (49%) of the persons serving on the Foundation Board at any time may be interested persons. An interested person is (a) any person being compensated by the Foundation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise; 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 any such person. However, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the Foundation.

SECTION 16. *Standard of Care.*

(a) A member of the Foundation shall perform the duties of a member of the Foundation, including duties as a member of any committee of the Foundation Board on which the member of the Foundation may serve, in good faith, in a manner such member of the Foundation believes to be in the Foundation's best interests and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

(b) In performing the duties of a member of the Foundation, a member of the Foundation shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by: (i) one or more of the Foundation's officers or employees whom the member of the Foundation believes to be reliable and competent in the matters presented; (ii) legal counsel, independent accountants, or other persons as to matters that the member of the Foundation believes to be within such person's professional or expert competence; or (iii) a committee of the Foundation Board upon which the member of the Foundation does not serve, as to matters within its designated authority, which committee the member of the Foundation believes to merit confidence, so long as, in any such case, the member of the Foundation acts in good faith, after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

SECTION 17. *Non-Liability of Members of the Foundation.* No member of the Foundation shall be personally liable for the Foundation's debts, liabilities, or obligations.

SECTION 18. *Common Membership of the Foundation* Pursuant to Section 5234 of the California Nonprofit Corporation Law, the Foundation shall not be a party to a transaction with another corporation, firm or association in which one or more of its members of the Foundation is also a member of the Foundation or members of the Foundation ("overlapping member of the Foundation(s)") unless, 1) prior to entering into the transaction, the material facts of the transaction and the overlapping member of the Foundation's other membership of the Foundation are fully disclosed or known to the Foundation Board and the Foundation Board authorizes, approves or ratifies the contract or transaction in good faith by a vote sufficient without counting the vote of the overlapping member of the Foundation, or 2) the contract or transaction is just and reasonable to the Foundation at the time it is authorized, approved or ratified. This provision does not apply to transactions covered by Section 5233 of the California Nonprofit Corporation Law.

ARTICLE VI OFFICERS

SECTION I. *Officers.* The elected officers of the Foundation shall be a Chair of the Foundation Board, a Vice Chair, a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. The officers of the Foundation Board shall constitute the Executive Committee. The Foundation Board may elect or appoint such other officers, including one or more Assistant Secretaries, as it shall deem desirable, such officers to have the authority and perform the duties prescribed by the Foundation Board. Any two or more

offices may be held by the same person, except the offices of Chair of the Foundation Board and Secretary. The Chair of the Foundation Board may be elected or appointed. The Executive Committee shall meet monthly with the college president and ED prior to the board meeting to develop the agenda and other related business for discussion by the full board.

SECTION 2. *Election and Term of Office.* The officers of the Foundation shall be elected by the Foundation Board during the summer retreat. New officers and vacancies may be created and filled at any regular or special meeting of the Foundation Board. Each officer shall serve at the pleasure of the Foundation Board, and shall hold office until their term expires, resignation, removal, or other disqualification from service, until their respective successors shall be elected and qualified.

SECTION 3. *Removal.* Any officer elected or appointed by the Foundation Board may be removed, with or without cause, by the Foundation Board by majority vote at any time or, in the case of an officer appointed by another officer, the person with authority to appoint shall also have the power of removal. The best interests of the Foundation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

SECTION 4. *Resignation.* Any officer may resign at any time by giving written notice to the Foundation Board, but without prejudice to the rights, if any, of the Foundation under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 5. *Vacancies.* A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by appointment by the Foundation Board for the unexpired portion of the term.

SECTION 6. *Chair of the Foundation Board.* The Chair of the Foundation Board is the principal lead of the Foundation and shall, in general, supervise all of the business and affairs of the Foundation in partnership, collaboration and communication with the college president, ED, and full board. The Chair of the Foundation Board shall work with the college president and/or ED to preside at all meetings of the members and of the Executive Committee. The Chair may sign, with the Secretary or any other proper officer of the Foundation authorized by the Foundation Board, any deeds, mortgages, bonds, contracts, or other instruments which the Foundation Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Foundation Board, these Bylaws, or by statute to some other officer or agent of the Foundation; and in general he/she shall perform all duties incident to the office of the Chair of the Foundation Board and such other duties as may be prescribed by the Foundation Board from time to time.

In the event of a vacancy, the college president and/or ED will work with the Vice Chair and full board to assess a replacement. In the event that a replacement is not identified, the college president may function as the Chair of the Foundation Board. The college president will remain a non-voting member, yet they may need to step in to run the meetings and ensure a smooth transition until such a time when a new Chair is determined by the full board.

SECTION 7. *Vice Chair.* In the absence of the Chair of the Foundation Board or in event of their inability or refusal to act, the Vice Chair shall perform the duties of the Chair of the Foundation

Board, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair of the Foundation Board. Any Vice Chair shall perform such other duties as may be assigned by the Chair or by the Foundation Board.

SECTION 8. *Treasurer.* The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Foundation; receive and give receipts for monies due and payable to the Foundation from any source whatsoever, and deposit all such monies in the name of the Foundation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article IX of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as may be assigned to him/her by the Chair or by the Foundation Board.

SECTION 9. *Secretary.* The Secretary shall keep the minutes of the meetings of the members and of the Foundation Board in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the Foundation and see that the seal of the Foundation is affixed to all documents, the execution of which on behalf of the Foundation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post office address of each member which shall be furnished to the Secretary by such member or donor; and in general perform all duties incident to the office of Secretary and such other duties as may be assigned to him/her by the Chair of the Foundation Board or by the Foundation Board.

ARTICLE VII COMMITTEES

SECTION 1. *Committees.* Committees having and exercising the authority of the Foundation Board in the management of the Foundation may be appointed by the Chair of the Foundation Board as designated by a resolution adopted by a majority of the members of the Foundation present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Foundation.

SECTION 2. *Meetings.* Committee meetings may be held without notice at such time and at such place as shall from time to time be determined by the committees, and special meetings of the committees may be called by the Chair or any two members thereof upon three days' notice of the other members of such committee, or on such shorter notice as may be agreed to in writing by phone or email, by each of the other members of such committee, given either personally or in the manner provided by these Bylaws pertaining to notice for members of the Foundations meetings.

SECTION 3. *Ex Officio Members.* The Chair and Vice Chair of the Foundation Board shall be ex officio members of all committees.

SECTION 4. *Vacancies.* Vacancies in the membership of any committee may be filled by the Chair of the Foundation Board who shall also have the power to remove any member of any committee whenever in his/her judgment the best interests of the Foundation shall be served by such removal.

SECTION 5. *Quorum.* Unless otherwise provided in the resolution of the Foundation Board designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 6. *Rules.* Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Foundation Board.

ARTICLE VIII
SELF-DEALING TRANSACTIONS

SECTION 1. *Definition.* Self-dealing transaction means a transaction to which the Foundation is a party and in which one or more of the members of the Foundation has a material financial interest (“interested members of the Foundation”), except that the following will not be deemed a self-dealing transaction, but are instead subject to the general standard of care by the Foundation Board:

(a) An action by the Foundation Board fixing the compensation of a member of the Foundation as a member of the Foundation or officer of the Foundation;

(b) A transaction which is part of a public or charitable program of the Foundation if the transaction is (1) approved or authorized by the Foundation in good faith and without unjustified favoritism, and (2) results in a benefit to one or more members of the Foundation or their families because they are in a class of persons intended to be benefited by the public or charitable program;

(c) A transaction of which the interested members of the Foundation have no actual knowledge, and which does not exceed the lesser of, (i) one percent (1%) of the Foundation’s gross receipts for the fiscal year immediately preceding the year in which such transaction occurs, or (ii) One Hundred Thousand Dollars (\$100,000);

(d) A transaction the Attorney General has approved either before or after it was consummated;

(e) A transaction with respect to which the following facts are established:

- i. The Foundation entered into the transaction for its own benefit;
- ii. The transaction was fair and reasonable as to the Foundation at the time the Foundation entered into the transaction;
- iii. Prior to consummating the transaction or any part thereof, the Foundation Board authorized or approved the transaction in good faith by vote of a majority of the members of the Foundation then in office excluding the vote of the interested member(s) of the Foundation and with knowledge of the material facts concerning the transaction and the interested members of the Foundation’s interest in it. Except as provided in paragraph (v) of this subsection, action by a committee of the Foundation Board will not satisfy this requirement; and

- iv. Prior to authorizing or approving the transaction, the Foundation Board considered and in good faith determined after reasonable investigation under the circumstances that the Foundation could not have obtained a more advantageous arrangement with reasonable effort under the circumstances, or the Foundation in fact could not have obtained a more advantageous arrangement with reasonable effort under the circumstances; or
- v. A committee or person authorized by the Foundation Board approved the transaction in a manner consistent with the standards prescribed for approval by the Foundation Board under this subsection; it was not reasonably practical to obtain approval of the Foundation Board prior to entering into the transaction; and the Foundation Board, after determining in good faith that the conditions set forth in this paragraph (v) were satisfied, ratified the transaction at its next meeting by a vote of a majority of the members of the Foundation then in office, excluding the vote of the interested members of the Foundation.

SECTION 2. *Interested Member of the Foundation's Vote.* In determining whether the Foundation Board had validly met to authorize or approve a self-dealing transaction, interested members of the Foundation may be counted in determining the presence of a quorum, but an interested member of the Foundation's vote cannot count toward the required majority for such authorization, approval, or ratification.

SECTION 3. *Committee Approval.* A Foundation Board committee may approve a self-dealing transaction in a manner consistent with the standards prescribed for approval by the Foundation Board if it was not reasonably practical to obtain approval of the Foundation Board prior to entering into the transaction and the Foundation Board determines in good faith that the committee met the same requirements the Foundation Board would have had to meet in approving the transaction, and the Foundation Board ratifies the transaction at its next meeting by vote of a majority of the members of the Foundation then in office without counting the vote of the interested member of the Foundation or members of the Foundation.

SECTION 4. *Prior Approval by the Attorney General.* The Foundation may seek the approval of the Attorney General before consummation of a self-dealing transaction by application setting forth all relevant and material facts.

SECTION 5. *Persons Liable and Extent of Liability.* If a self-dealing transaction has not been approved as provided above, the interested member of the Foundation may be required to do such things and pay such damages as in the discretion of a court will provide an equitable and fair remedy to the Foundation, taking into account any benefit received by it and whether the interested member of the Foundation acted in good faith and with the intent to further the Foundation's best interests.

SECTION 6. *Statute of Limitations.* An action to remedy an improper self-dealing transaction, brought by a proper party as defined by Section 5233(c) of the California Nonprofit Corporation Law to remedy an improper self-dealing transaction, must be commenced either:

(a) within two (2) years after written notice setting forth the material facts of the transaction was filed with the Attorney General in accordance with the Attorney General's regulations; or

(b) if no such notice is filed, within ten (10) years after the cause of action accrued.

SECTION 7. *Foundation Loans and Advances.* The Foundation shall not make any loan of money or property to or guarantee the obligation of any member of the Foundation or officer, unless approved by a majority vote of the Foundation Board of Directors at any regularly scheduled or special meeting at which a quorum is present. Upon approval of the Foundation Board of Directors, the Foundation may advance money to a member of the Foundation Board of Directors for expenses reasonably anticipated to be incurred in the performance of the duties of such officer. In the absence of such advance, the member of the Foundation would be entitled to be reimbursed for such expenses by the Foundation.

SECTION 8. *Annual Statement of Certain Transactions.* Pursuant to Section 6322 of the California Nonprofit Corporation Law, the Foundation shall furnish an annual statement of certain transactions and indemnifications described in Corporations Code Section 6322 to each of the members of the Foundation not later than 120 days after the close of the fiscal year. The requirement for an annual statement under this Section 8 may be satisfied by including the information set forth in Corporations Code Section 6322 in the annual report provided to members of the Foundation pursuant to Article X, Section 2 herein.

ARTICLE IX FOUNDATION FUNDS

SECTION 1. *Solicitation.* Pursuant to such plan or campaign as may be agreed upon the Foundation Board shall actively solicit participation, in the form of donors, to the Foundation from persons, firms, foundations, or organizations subscribing to the objectives and purposes of this Foundation.

SECTION 2. *General Fund.* All funds collected pursuant to Article IX, Section 1, herein, shall be aggregated and shall be known as the San Diego City College Foundation General Fund (hereinafter called "General Fund"). Said funds shall be deposited in such depository or depositories as may be approved by the Foundation Board. No disbursement shall be made from the General Fund unless authorized by resolution by the Foundation Board. All disbursements shall be over the signature of the Chair of the Foundation Board, or designees prescribed by the Foundation Board.

SECTION 3. *Restricted Funds.* The exception to the practice of collecting monies into the General Fund pursuant to Article IX, Section 2, herein, shall be the segregation, into restricted funds, of those moneys specifically earmarked for distribution to particular designated, programs

or projects. All such, restricted funds shall be so designated by their donors, and shall be segregated as to all accounting and disbursement functions. Said funds shall be deposited in such depository or depositories as may be approved by the Foundation Board. No disbursement shall be made from the Restricted Fund unless authorized by resolution by the Foundation Board. All disbursements shall be over the signature of the Chair of the Foundation Board, or designees prescribed by the Foundation Board.

ARTICLE X OTHER PROVISIONS

SECTION 1. *Validity of Instruments.* Subject to the provisions of applicable law, the Foundation Board may authorize any member of the Foundation, officer or officers, agent or agents of the Foundation, in addition to the officers so authorized by these Bylaws, to enter into any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing, and any assignment or endorsement thereof, in the name of and on behalf of the Foundation. Such authority may be general or confined to specific instances, and shall be valid and binding on the Foundation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person(s) and in such manner as from time to time shall be determined by the Foundation Board and, unless so authorized by the Foundation Board, no officer, agent, or employee shall have any power or authority to bind the Foundation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount. Nothing herein shall change the specific requirements of Article IX and Article X.

SECTION 2. *Annual Report.* Pursuant to Section 6321 of the California Nonprofit Corporation Law, within 120 days after the close of its fiscal year the Foundation shall send, by U.S. mail or by electronic transmission, to each Member of the Foundation and any other persons as may be designated by the Foundation Board, a report containing the following information in reasonable detail:

- a) The assets and liabilities, including the trust funds, of the Foundation as of the end of the fiscal year.
- b) The principal changes in the assets and liabilities, including trust funds, during the fiscal year.
- c) The revenue or receipts of the Foundation, both unrestricted and restricted to particular purposes, for the fiscal year.
- d) The expenses or disbursements of the Foundation, for both general and restricted purposes, during the fiscal year.

SECTION 3. *Checks, Drafts. etc.* All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Foundation, shall be signed by such officer or officers, agent or agents of the Foundation and in such manner determined by resolution of the Foundation Board. All such instruments shall be signed by the Treasurer and/or

other signors as designated by the Foundation Board. However, nothing herein shall change the specific requirements of Article X.

SECTION 4. *Deposits.* All funds of the Foundation shall be deposited in the General Fund of the Foundation in such banks, trust companies or other depositories as the Foundation Board may select.

SECTION 5. *Gifts.* The Foundation Board may accept on behalf of the Foundation any contribution, gift bequest or devise for the general purposes or for any special purpose of the Foundation, and such gifts shall be added to the General Fund unless otherwise specified.

SECTION 6. *Books and Records.* The Foundation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Foundation Board and of its committees. The Foundation shall keep at its registered or principal office a record giving the names and addresses of the members of the Foundation. All books and records of the Foundation may be inspected by any Member of the Foundation, or their agent or attorney, for any proper purpose at any reasonable time at the Foundation Board member's expense.

SECTION 7. *Public Inspection and Disclosure.* The Foundation shall have available for public inspection at its principal office a copy of each of its annual exempt organization information returns for each of the last three years and a copy of its state and federal applications for recognition of exemption.

SECTION 8. *Construction and Definitions.* Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the California Nonprofit Corporation Law shall govern the construction of these Bylaws.

SECTION 9. *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.

ARTICLE XI DUES AND ASSESSMENTS

SECTION 1. *Annual Dues.* The Foundation Board may determine the amount of annual dues, if any, payable to the Foundation by members of the Foundation, and/or the levels of contribution by scholarship donors which qualify for certain incentive programs. The Foundation Board may also determine when such dues or donations are payable and the consequences of default of payment in dues. Dues of a minimum of \$1000.00, annually payable by the end of each fiscal year.

SECTION 2. *Assessments.* There shall be no assessments.

ARTICLE XII INDEMNIFICATION AND INSURANCE

SECTION 1. *Indemnification.* To the fullest extent permitted by law, the Foundation shall indemnify its members of the Foundation, officers, employees and other persons described in Corporations Code Section 5238(a), including persons formerly occupying such positions, 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” shall have the same meaning herein as in Section 5238(a) of the Corporations Code. On written request to the Foundation Board by any person seeking indemnification under Corporations Code Section 5238(b) or (c), the Foundation Board shall promptly decide under Corporations Code Section 5238(e) whether the applicable standard of conduct set forth in Corporations Code Section 5238(b) or (c) has been met, and if so, the Foundation Board shall authorize indemnification.

SECTION 2. *Types of Indemnification Not Permitted.* No indemnification shall be made in any circumstances where it appears: (a) that it would be inconsistent with a provision of the Articles of Incorporation, these Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or (b) that it would be inconsistent with any condition expressly imposed by a court.

SECTION 3. *Insurance.* The Foundation shall have the power to purchase and maintain insurance on behalf of its officers, members of the Foundation, employees, and other agents, to cover any liability asserted against or incurred by any officer, member of the Foundation, employee, or agent in such capacity or arising from the officer’s, members of the Foundation, employee’s, or agent’s status as such.

ARTICLE XIII SEAL

The Foundation Board shall provide a corporate seal, which shall be in the form of a circle having on its circumference the words "San Diego City College Foundation, Inc." and within the circle, the date of incorporation.

ARTICLE XIV AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority of the members of the Foundation present at any regular meeting or at any special meeting, if at least ten days’ written notice is given of intention to alter, amend, or repeal or to adopt new bylaws at such meeting. These Bylaws and any amendments to these Bylaws shall become effective immediately upon their adoption.