



**BYLAWS OF
THE FOUNDATION FOR SANTA BARBARA CITY COLLEGE A
NONPROFIT PUBLIC BENEFIT CORPORATION**

Amended and Restated – August 27, 2024

ARTICLE I: GENERAL

Section 1. Principal Office

The Corporation’s principal office shall be located at 721 Cliff Drive, Santa Barbara, California, 93109. The Board of Directors (herein called the “Board”) may change the location of the principal office by resolution, without further amendment of these Bylaws.

Section 2. Statement of Purpose

The specific and primary purposes for which this corporation is formed are:

- a) To operate for the advancement of education;
- b) To promote, foster, encourage and provide scientific, literary, educational and constructing, establishing, maintaining, operating, conducting and/or donating or providing buildings, equipment and facilities therefore; to provide for scholarships, fellowships, grants in aid, loans and other financial assistance to worthy students, alumni, members of the faculty and faculty emeritus of the District; to further research and provide facilities therefore;
- c) To receive gifts, bequests or devises either outright as trustee or beneficiary of a trust, to hold, transfer, buy, sell, invest, or reinvest real property, cash, stocks and bonds, and all other evidences of value for the purposes set forth in subsection 1 of this paragraph;
- d) To expend monies for the general welfare of the students and faculty of the District;
- e) To do any other act or thing and to engage in and carry on any other activity in any manner connected with or incidental to, or calculated to promote, assist, aid or accomplish any of the aforesaid purposes; and for the purpose of attaining or furthering the same; to exercise all or any of said powers, whether as principal, agent, or otherwise, and whether alone or with others; and to have and exercise all other rights, powers and privileges now or hereafter belonging to or conferred upon corporations organized under the provisions of Division 2, Part 1, of the Corporations Code of the State of California.

f) Otherwise to provide aid to education supplementary to state and local tax means for the support and benefit of the District.

Section 3. Fiscal Year

The fiscal year for the Corporation shall end on June 30th.

ARTICLE II: MEMBERSHIP Section 1. Members

The Corporation shall have no members. Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board. All rights which would otherwise vest in the members shall vest in the Board.

Section 2. Associates

Nothing in this article shall be construed as limiting the right of the Corporation to refer to persons associated with it as “members” even though such persons are not members, and no such reference shall constitute anyone a member within the meaning of Section 5056 of the California Corporation Code.

ARTICLE III: DIRECTORS Section 1. Powers

Subject to the limitations of the Articles and these Bylaws, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the Corporation to any person or persons, or committees, however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers and duties in addition to the other powers enumerated in these Bylaws:

- a) To select and remove all officers and agents of the Corporation and to prescribe their powers and duties as may not be inconsistent with the law, the Articles, or these Bylaws, fix their compensation and require from them security for satisfactory service;
- b) To conduct, manage, and control the affairs of the Corporation and to make such rules and regulations therefore which are not inconsistent with law, the Articles, or these Bylaws;

c) To adopt, make, and use a corporate seal and to alter the form of such seal from time to time;

d) To borrow money and incur indebtedness for the purposes of the Corporation, and to cause to be delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or the evidence of debt and security therefore;

e) To accurately register their names, postal and e-mail addresses, phone and facsimile (if any) numbers with the secretary of the Corporation. Notices of meetings mailed or conveyed by some other means to said addresses, phone, email or facsimile numbers shall be considered valid notices thereof; and

f) To meet at such times and places as are required by these Bylaws.

Section 2. Number and Qualification of Directors

The authorized number of directors shall be fixed and may be modified from time to time by resolution of the Board; provided, however, that the authorized number of directors shall not be less than fifteen (15) or more than thirty one (31) unless provided otherwise by an amendment to the Bylaws. Any resolution appointing a new director, or accepting the resignation of a director, acknowledging the death of a director, or removing a director shall be deemed automatically to reset the authorized number of directors to equal the number then in office.

Directors are categorized as regular or ex officio.

All regular directors are elected by the Board.

Each ex officio director serves on the Board only while holding a designated office and only while each is willing to serve. The ex officio directors are the College Superintendent / President, the College Trustee representative (chair or designate), the College Vice President of Student Affairs, the Vice President of the School of Extended Learning, the President of the Academic Senate (or designate), and the President of the Associated Student Government (or designate).

Section 3. Restriction Regarding Interested Directors

a) For the purposes of this section, "interested person" is defined as: (i) any person being compensated by the Corporation or the District for services rendered to it within the last twelve months, and (ii) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, father-in-law or mother-in-law of any such person. The District trustees or employees (including the College President) serving as directors pursuant to Section 2 above shall not be considered "interested persons."

b) No more than ten percent of those serving on the Board shall be interested persons.

Section 4. Non-Liability of Directors

Except as otherwise required by law and pursuant to section 5047.5 of the California Corporations Code, the Corporation shall indemnify and hold harmless any person serving without compensation as a director or officer of the Corporation on account of any negligent act or omission occurring: (1) within the scope of the person's duties as a board member, or within the scope of that person's duties as an officer acting in official capacity; (2) in good faith; (3) in a manner that the person believes to be in the best interest of the Corporation; and (4) in the exercise of his or her policymaking judgment.

The Corporation shall always maintain, or arrange through the District for, an insurance policy of such type and amount as may be required at that time by section 5047.5 of the California Corporation Code, or any successor provision, as a condition for directors' immunity from liability.

Section 5. Selection and Term of Office; Classes of Directors

Regular directors may be elected at any regular meeting of the Board. Each regular director shall hold office for a term of three years, except in the case of the death, resignation, or removal of such director. A director may be elected to no more than three consecutive terms, and must then remain off the Board of Directors for at least one year before being eligible to serve again.

The Board shall consist of three classes of directors, classes I, II and III. Members of each class shall serve a term of three years and shall hold office for as many terms as they may be elected and agree to serve.

An ex officio director shall hold office as a director only as long as he or she shall remain a member or designee of the entity or position which said ex officio director represents.

No action of addition or removal of a director shall cause the class and term of any other director to change, but any increase or decrease in size of the Board shall be carried out in such a manner as to make the size of the three classes as nearly equal as possible. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

Every Board resolution electing or appointing a new director, acknowledging the death or resignation of a director, or removing a director shall specify the class (I, II, III) or the director position so added or removed.

The Secretary shall maintain a regularly updated roster of directors, which specifies each director's class designation and term.

Section 6. Vacancies

Subject to the provisions of section 5226 of the California Corporation Code, any director may resign effective upon giving written notice to the President, the Secretary, or the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is

effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective.

Vacancies in the Board shall be filled by election by (i) a majority of the remaining directors, although less than a quorum, (ii) unanimous written consent of the remaining directors, or (iii) a sole remaining director with the concurrence of the college President. Each director so elected shall hold office until the expiration of the term of the replaced director and until a successor has been selected and qualified.

A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation, or removal of any director, or if the authorized number of directors is increased.

The Board may declare vacant the office of a director who has been declared of unsound mind by a final order of judgment or court, or convicted of a felony, or found by a final order of judgment of any court to have breached any duty arising under Article 3 of the California Corporation Code, or who has failed to attend four (4) consecutive and duly noticed meetings of the Board.

Section 7. Honorary and Emeritus Board Members

The Board may from time to time elect persons to be designated as “Honorary” and “Emeritus,” Board members in recognition of outstanding service to the Corporation. Persons so elected shall hold such honorary offices at the pleasure of the Board and during such time they shall have the right to attend meetings of the Board, but they shall not be deemed to be members of the Board for any purpose and shall have no voting rights.

Section 8. Place of Meeting

Meetings of the Board shall be held at any place within or without the State of California which has been designated from time to time by resolution of the Board or by written consent of a majority of the members of the Board, or by the Executive Committee. In the absence of such designation, meetings shall be held at the principal office of the Corporation.

Section 9. Annual Meeting

The Board shall hold an annual meeting for the purpose of organization, election of directors and officers, and the transaction of other business. The annual meeting of the Board shall be held on a date selected by resolution of the Board or the Executive committee not more than one hundred fifty days after the end of the fiscal year.

Section 10. Regular Meetings

Regular meetings of the Board shall be held at least quarterly, in accordance with a schedule set at the beginning of each fiscal year by (i) the President and the Chief Executive Officer/ Executive Director or (ii) resolution of the Board or Executive committee.

The Secretary of the Corporation shall maintain an attendance record for each Board meeting. The membership of a director who attends less than seventy-five percent of the Board meetings, as well as retreats and training sessions shall be reviewed by the Governance Committee who may then recommend removal to the Executive Committee. Unless the Executive Committee determines that there was a good cause for these absences, they may recommend to the full Board that said director be removed from the Board.

Section 11. Special Meetings

Special meetings of the Board for any purpose or purposes may be called at any time by the President, the Secretary, the Chief Executive Officer/ Executive Director or any three directors.

Section 12. Notice of Meetings

Notice of meetings of the Board shall be given by four days' notice by email or first class mail or 48 hours' notice given personally by telephone. Any such notice shall be addressed or delivered to each director at such director's address as it is shown upon the records of the Corporation by the director for purposes of notice or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the directors are regularly held.

Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person, or by telephone or wireless, to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the recipient.

Notice of meetings shall specify the place, day and time of the meeting being called. Notice of a special meeting shall include a statement of the purpose of the meeting.

Section 13. Quorum

A majority of the directors in office constitutes a quorum for Board and committee meetings for the transaction of business, except to adjourn as provided in Section 16 of this Article III. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board or committee, unless a greater number is required by law or by the Articles, except as provided in the next sentence. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action is approved by a least a majority of the required quorum for such a meeting.

Section 14. Participation in Meetings by Conference Telephone

Members of the Board may participate in a meeting through the use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another.

Section 15. Waiver of Notice

Notice of a meeting need not be given to any director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 16. Adjournment

A majority of the directors present, whether or not a quorum is present, may adjourn any directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place is fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than twenty-four hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 17. Action by Unanimous Written Consent Without Meeting

Any action required or permitted to be taken by the Board or a Committee under any provision of law or these Bylaws shall be able to be taken without the meeting of the Board or Committee if all members of the Board or Committee consent individually or collectively in writing or via email to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board or Committee. Such action by written consent shall have the same force and effect as the unanimous vote of the directors.

If a director should choose to abstain from participating in a decision because of a conflict or interest, actual or perceived, that director shall indicate in writing his or her abstention for this reason, and such writing shall be counted toward the unanimous action requirement of this section.

Section 18. Rights of Inspection

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Corporation. Prior to such an inspection, however, the Corporation shall take appropriate steps to protect Corporation employees', directors', and donors' privacy and personnel rights.

ARTICLE IV: COMMITTEES Section 1. Executive Committee

The Corporation shall have an Executive Committee which shall be composed of (7) members. The Executive Committee will be comprised of the Foundation Board President, the

immediate Past President, two Vice Presidents, Treasurer, Secretary, and the College President. In years when there is a President-Elect, that person will replace one of the Vice President positions on the Executive Committee. Executive Committee terms will remain at one year.

Subject to such limitations as may be imposed by the Board, the Executive Committee shall be possessed of all of the powers of the Board, except those which the California Nonprofit

Public Benefit Corporation law, or other applicable law, specifically reserves to the full Board. The powers specifically reserved by law to the full Board are:

- a) The filling of vacancies o the Board or on any committee;
- b) The amendment of repeal of Bylaws or the adoption of new By-laws;
- 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 the members thereof;
- e) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected; or
- f) The approval of any self-dealing transaction, except as specifically provided by section 5233(a) of the California Corporation Code.

Section 2. Additional Committees

The Corporation shall have such other committees as may from time to time be designated by resolution of the Board. These committees shall be of two types:

Board committees, comprised solely of directors. Board committees may ask persons other than directors to attend their meetings, advise the committee, or assist in any lawful and useful manner, but such persons shall not have voting rights. Minutes or a report of each committee's meetings or actions shall be presented at each regular meeting of the Board and shall be maintained in a permanent record at the offices of the Corporation.

Advisory committees, which may have open membership. Only a member of the Board may chair an advisory committee.

Section 3. Audit Committee

The Audit Committee shall consist of at least three members, at least one of whom shall be a member of the Board. The members shall not include any employee of the Corporation and the chair of the Audit Committee shall not serve on the Finance Committee. Less than half of the members of the Finance Committee may serve on the Audit Committee. Individuals with a material interest in any entity doing business with the Corporation shall not serve on the committee. Its chair shall be appointed by the President with Board approval.

The Audit Committee shall be responsible for reviewing, approving, coordinating, and communicating audit activities and results with the independent auditor and shall approve any nonaudit services provided by the auditor. The Audit Committee shall recommend to the Board the retention, compensation, and termination of the auditor and whether to accept an audit.

Section 4. Committee Procedures

The President shall serve as chair of the Executive Committee. The President shall appoint the chair of each other committee, except the Audit Committee chair shall be approved by the Board. The Board shall have the power to prescribe the manner in which proceedings of any committee shall be conducted. In the absence of any such prescription, each committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or a committee shall otherwise prescribe, meetings and other actions of any committee shall be governed by the provisions of Article III applicable to meetings and actions of the Board.

Section 4. Fees and Compensation

Directors and members of committees shall receive no compensation for their services, but may be reimbursed for expenses in accordance with policies established by the Board.

ARTICLE V: OFFICERS Section 1. Officers

The officers of the Corporation shall be a President, a Vice President, and an additional Vice President as determined by the Board, a Secretary, a Treasurer, and the Chief Executive Officer/ Executive Director. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve concurrently as the President and the Chief Executive Officer/ Executive Director may hold no other office. All officers, except the Chief Executive Officer/ Executive Director, shall be members of the Board.

Section 2. Election

The officers of the Corporation, except the Chief Executive Officer/ Executive Director, shall be chosen annually by, and shall serve at the pleasure of, the Board, and shall hold their respective offices until their resignation, removal, or other disqualification from service, or until their respective successors shall be elected.

Section 3. Subordinate Officers

The Board may elect or may empower the President to appoint, such other officers as the business of the Corporation may require, each of whom shall hold office for such period, have such

authority, and perform such duties as are provided in these Bylaws or as the Board may from time to time determine. Subordinate officers need not be directors.

Section 4. Removal of Officers

Any officer may be removed, either with or without cause, by the Board at any time or, except in the case of an officer chosen by the Board, by any officer upon whom such power of removal may be conferred by the Board. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment.

Any officer may resign at any time by giving written notice to the Corporation, but without prejudice to any rights, of the Corporation 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 any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

Section 6. President

The President shall preside over all Board meetings and shall perform such other duties as may be assigned in these Bylaws or by Board action.

Section 7. Vice President

Any Vice President may perform the duties of the President at a time when the President is unable to perform those duties and the Vice President has been so delegated by the Board.

Section 8. Chief Executive Officer/ Executive Director

The Chief Executive Officer/ Executive Director is appointed, supervised, and controlled by the Board and serves at its pleasure. The Chief Executive Officer/ Executive Director has authority to enter contracts for the Corporation of not more than \$100,000, and is responsible for the general supervision, direction, and control of the business and employees of the Corporation. The Chief Executive Officer/ Executive Director has the general powers and duties of management usually vested in a president and general manager of a corporation and such other powers and duties as may be prescribed by the Board, the Bylaws, and as may be expressly or impliedly described in the Corporation's employment policies and procedures. The Chief Executive Officer/ Executive Director is responsible for the hiring, appointment, supervision, discipline, and removal of all employees of the Corporation except the Chief Executive Officer/ Executive Director.

Section 9. Secretary

The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Board and committee meetings, and the proceedings thereof. The Secretary shall keep or cause to be kept, at the principal office in the State of California the original or a copy of the Corporation's Articles and Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given, shall keep the seal of the Corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board.

The Secretary may fulfill his or her duties hereunder by delegating the same to subordinate officers or staff of the Corporation, but shall take appropriate steps to ascertain the performance of such delegated duties.

Section 10. Treasurer

The Treasurer shall provide oversight of the Corporation's financial functions, shall work with staff to ensure that the Board is receiving appropriate financial reports, and shall be available to consult with staff regarding the Corporation's finances.

ARTICLE VI: INDEMNIFICATION Section 1. Definitions

For the purpose of this Article VI, "agent" means any person who is or was a director, officer, employee, or other agent of the Corporation; "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative, and "expenses" includes without limitation attorneys' fees and any expenses of establishing a right to indemnification under section 4 or 5 (b) of this Article VI, as provided by section 5238 of the California Corporation Code.

Section 2. Indemnification in Actions by Third Parties

The Corporation shall have the power to indemnify any person who was or is a party to, or is threatened to be made a party to any proceeding (other than an action by or in the right of the Corporation to procure a judgment in its favor, an action brought under section 5233 of the California Corporation Code, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust), by reason of the fact that such person is or was an agent of the Corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if such person reasonably believes him or herself to be acting in the best interests of the Corporation and, in the case of a criminal proceeding, had no reasonable cause to

believe the conduct of such person was unlawful. The termination of any proceeding by judgment order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interest of the Corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

Section 3. Indemnification in action by or in the Right of the Corporation

The Corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action brought under section 5233 of the California Corporation Code, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the Corporation, against expenses actually and reasonably incurred by such a person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believes to be in the best interests of the Corporation, and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances.

No indemnification shall be made under this section:

- a) In respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable to the Corporation in the performance of such person's duty to the Corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;
- b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or
- c) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General.

Section 4. Indemnification Against Expenses

To the extent that an agent of the Corporation has been successful on the merits in defense of any proceeding referred to in Section 2 or 3 of this Article VI or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 5. Required Determinations

Except as provided in Section 4 of this Article VI, any indemnification under this Article VI shall be made by the Corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section 2 or 3 of this Article VI, by;

a) A majority vote of a quorum consisting of directors who are not parties to such proceeding; or

b) The court in which such proceeding is or was pending upon application made by the Corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by the Corporation.

Section 6. Advance of Expenses

Expenses incurred in defending any proceeding may be advanced by the Corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled

to be indemnified as authorized in the Article VI. The provisions of subsection (a) of section 5236 of the California Corporations Code shall not apply to advances made pursuant to this Article VI.

Section 7. Other Indemnification

No provision made by the Corporation to indemnify its directors or officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of members or directors, an agreement, or otherwise, shall be valid unless consistent with this Article VI. Nothing contained in this Article VI shall affect any right to indemnification to which persons other than such directors and officers may be entitled by contract or otherwise, including section 5239 of the California Corporations Code.

Section 8. Forms of Indemnification Not Permitted

No indemnification or advance shall be made under this Article VI, except as provided in Section 4 or 5(b), in any circumstances where the Board determines that it appears:

that it would be inconsistent with a provision of the Articles, 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 paid, which prohibits or otherwise limits indemnification; or that it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 9. Insurance

The Corporation shall have power to purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of this Article VI and under any applicable provision of California NonProfit Public Benefit Corporation law, including section 5239 of the Corporation Code; however, the Corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the Corporation for a violation of section 5233 of the California Corporation Code.

ARTICLE VII: MISCELLANEOUS Section 1. Maintenance of Corporate Records

The Corporation shall keep at its principal office in the State of California:

- a) Minutes of all meetings of directors and committees of the Board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses; and
- c) A copy of the Corporation's Articles and Bylaws shall be open to inspection at all reasonable times during office hours.

Section 2. Corporate Seal

The Board may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the Corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 3. Annual Report

The Board shall cause an annual report to be furnished not later than one hundred twenty days after the close of the Corporation's fiscal year to all directors, which report shall contain the following information in appropriate detail and may be sent electronically to all directors whose e-mail addresses are registered with the Corporation:

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

e) Any information required by Section 4 of this Article and section 6322 of the California Corporations Code (dealing with certain transactions of interested persons and indemnification); and

(f) any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Corporation that the report was prepared without audit from the books and records of the Corporation.

Section 4. Annual Statement of Specific Transactions

The Corporation shall include in the annual report a statement that briefly describes the amount and circumstances of any indemnification or transaction in which the Corporation was a party, and in which there was a direct or indirect material financial interest on the part of any director or officer; however, a mere common directorship shall not be considered a material financial interest.

This annual statement need only be provided with respect to a transaction during the previous fiscal year involving more than \$50,000 or which was one of a number of transactions with the same persons involving, in the aggregate, more than \$50,000.

Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than \$10,000 paid during the previous fiscal year to any director or officer.

Any statement required by this Section shall briefly describe the name(s) of the interested person(s) involved in such transactions, stating each person's relationship to the Corporation. If the nature of the interest is as a partner in a transaction with a partnership, only the interest of the partnership need be stated.

Section 5. Audit

The accounts of the Corporation shall be audited annually by an independent public accountant.

Section 6. Execution of Instruments

The Board, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 7. Management of Funds and Investments

All funds of the Corporation shall be deposited expeditiously to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

The authority and duties of the Board, its committees, and the officers, employees and agents of the Corporation with respect to the management of the Corporation's funds and financial investments shall be prescribed in one or more resolutions adopted, amended or revised from time to time by the Board.

Section 8. Construction and Definitions

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the California Corporations Code shall govern the construction of these Bylaws.

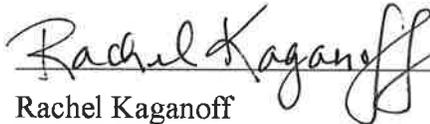
Section 9. Amendments

These Bylaws may be amended or repealed by the approval of the Board.

*****[End of Bylaws]*****

I certify that I am acting as the Secretary of the Foundation for Santa Barbara City College and that the Bylaws stated in these sixteen pages were amended and adopted by the Board on August 27 2024 and have not been amended since that date.

Executed on this 15 day of October, 2024 at Santa Barbara, California.



Rachel Kaganoff
Secretary, Foundation for Santa Barbara City College