

AMENDED AND RESTATED BYLAWS OF BARSTOW COLLEGE FOUNDATION

ARTICLE I LOCATION AND PURPOSES

The principal office of the Corporation at which the general business of the Corporation shall be transacted and where the records of the Corporation shall be kept shall be at such place in the City of Barstow, California. Unless otherwise determined, it shall be at Barstow Community College District.

Section 1.1 General Purposes. This corporation is a nonprofit benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for public and charitable purposes.

Section 1.2 Specific Purposes. Within the context of the general purposes stated above, this corporation is organized, and at all times hereafter will be operated exclusively for the benefit of, to perform the functions of and to carry out the purposes of the BARSTOW COMMUNITY COLLEGE. The charitable purpose for which this corporation is organized is to promote, assist and receive gifts, property and funds to be used for the benefit of the BARSTOW COMMUNITY COLLEGE.

Section 1.3 Mission Statement. To assist BARSTOW COMMUNITY COLLEGE in building alliances with the community through solicitation of gifts, bequests, monies and property, for the benefit of students and college educational programs.

Section 1.4 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 articles, 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 Sections 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 such organization (or organizations) which is organized and operated exclusively for the benefit of the BARSTOW COMMUNITY COLLEGE, and is approved by the Board of Trustees of the BARSTOW COMMUNITY COLLEGE and which has established its tax exempt status under Section 501©(3) of the Internal Revenue Code and under Section 23701d of the California revenue law.

**ARTICLE II
MEMBERSHIP**

The members of this Corporation shall be the members of the Board of Directors and each member of the Board of Directors of this Corporation shall become a member of this Corporation upon becoming a member of such board and shall continue to be such member of this Corporation as long as he or she is a member of such Board. Members of the Board of Directors shall have voting rights only as Directors and not as members of this Corporation.

**ARTICLE III
BOARD OF DIRECTORS**

Section 3.1 Powers
The business, property and affairs of this Corporation shall be managed by its Board of Directors.

Section 3.2 Number and Election
The Board shall be composed of 8 - 20 voting members. The non-voting ex-officio Directors of this Corporation shall be one (1) member of the Board of Trustees and the President (or acting President) of the College.

For purposes of election to the Board of Directors, those responsible for the nominating function shall receive nominations of potential directors from residents of the service area of Barstow Community College District. Each voting member shall be elected individually by a majority vote of the remaining voting members of the Board at its annual meeting or at any special meeting called for such purpose from nominations made by the nominating body.

Section 3.3 Term
Voting members of the Board of Directors shall serve (3) year terms, with as near to one-third of the Directors as possible elected yearly.

Section 3.4 Resignation and Removal
Any Director may resign at any time by written resignation delivered or mailed to the President of the Corporation, and such shall be effective upon receipt by the President

unless a later date is specified. Any non-*ex officio* Director may be removed at any time by the Board with or without cause by a two-thirds (2/3) majority vote of all voting members of the Board Directors who miss three (3) consecutive board meetings, of five (5) meetings during the fiscal year, without an excused absence, will be automatically removed from the board.

Section 3.5 Vacancies

Any vacancy in a Directorship shall be filled for the unexpired portion of the term in the manner prescribed in these Bylaws for regular elections to such a position.

Section 3.6 Qualifications

Each Director shall be (a) a resident of the State of California, (b) a resident of, or employed in, the service area of Barstow Community College District.

Section 3.7 Ex-Officio Directors

The President or acting President of the College and the Chair or a member of the College Board of Trustees shall be ex-officio, non-voting Directors and shall continue as such Directors as long as he/she holds such a position or until he/she resigns. Ex-officio, non-voting Directors are not eligible to serve as officers of this Corporation.

Section 3.8 Standards of Conduct

A Director is required to discharge the duties of the position of director in good faith, in a manner the director reasonably believes to be in the best interest of the Corporation, and with the care an ordinary prudent person in a like position would exercise under similar circumstances.

Directors are entitled to rely on information, opinions, reports or statements, including financial data, resented by officers or employees of the Corporation whom the Directors believe to be reliable and competent; or by counsel, public accountants, or other persons as to matters that the Director reasonable believes are within the person's professional or expert competence, or presented by a committee of the Board upon which the Director does not serve but which has been duly established if the Director reasonable believes the committee merits confidence. This reliance does not apply to a Director who has actual knowledge concerning the matter in question that makes reliance unwarranted.

Section 3.9 No Benefits Interested Individual

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, Directors, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

**ARTICLE IV
BOARD OF DIRECTORS MEETINGS**

Section 4.1 Annual

The Annual Meeting shall be held in the final quarter of the Foundation's fiscal year at such time and place designated by the Board in the notice of such meeting.

Section 4.2 Regular

Regular meetings shall be held at least four (4) times each fiscal year at a place and time designated by the Board.

Section 4.3

Special

Special meetings shall be held at any time upon written request of (a) the Board President, or (b) one-third (1/3) of the Directors eligible to vote, given to the Board President. Within seven (7) days from the day on which written request for such a meeting was received, the President shall give notice of such meeting to be held between ten (10) and sixty (60) days after sending such notice. If the President fails to give such notice within such time period, the person(s) who requested that meeting may determine the time and place of the meeting and give notice in the manner hereinafter provided, but comply with the time period contained in this section. Any action which could be taken at such a meeting may be taken without a meeting of such action is agreed to in writing and signed by all of the Directors and such action shall be effective upon date of the last Director's signature, unless a later date is agreed to in such action.

Section 4.4

Notice

Written notice of each meeting of the Board stating the time and place shall be mailed, posted pre-paid, faxed or e-mailed not less than five (5) or more than thirty (30) days (except for special meetings) before the meeting, excluding the day of the meeting, to each Director at his/her address according to the most recent available corporate records. Such notice shall be deemed to have been given when it is deposited in a letter box or post office of the United States of America. Any Director may make written waiver of notice before, at, or after a meeting. The waiver shall be filed with the person who has been designated to act as Secretary of the meeting, who shall enter it on the records of the meeting. Any meeting of the Board shall be a legal meeting without any notice thereof having been given if all the members of the Board are present. Appearance at a meeting is deemed a waiver of the requirement of advance written notice of such meeting unless such appearance is solely for the purpose of asserting the illegality of the meeting.

Section 4.5

Quorums

The presence of at least one-third (1/3) duly qualified Directors who are eligible to vote shall constitute a quorum for the transaction of business at any meeting thereof. The act of a majority of the Directors who are eligible to vote present at the meeting at which there is a quorum shall be the act of the Board. In the absence of a quorum, a majority of the Directors present may adjourn the meeting from time to time until a quorum exists. Notice that any meeting has been adjourned is not required to be provided.

Section 4.6

Voting

Each Director shall be entitled to cast only one (1) vote in any question coming before any meeting. There shall be no voting by proxy, nor shall there be any proportionate of cumulative voting.

Section 4.7

Brown Act

Open Meetings; Notice to District. Meetings of the Board shall be subject to the requirements of the Brown Act, Article 9 of Part 1 of Division 2 of Title 5 of the Government Code, commencing with Section 54950; provided, however, that the Board may hold closed sessions during any meeting to consider those matters that may lawfully be considered in such sessions. All notices of meetings of the Board of Directors (whether

regular or special) shall be delivered to the District President of the Barstow Community College District in accordance with Section 5 of this Article VI.

Section 4.8 Order of Business

The recommended order of business at all meetings of the Board of Directors is:

- A. CALL TO ORDER - Foundation President
- B. APPROVAL OF MINUTES OF _____ MEETING
- C. APPROVAL OF TREASURERS REPORT
- D. COMMITTEE REPORTS
 1. Executive Committee
 2. Nominating Committee
 3. Finance Committee
 4. Development Planning and Development Committee
 5. Scholarship Committee
- E. COLLEGE PRESIDENT'S REPORT
- F. EXECUTIVE DIRECTOR'S REPORT
- G. OTHER BUSINESS
- H. ADJOURNMENT
- I. NEXT MEETING DATE

**ARTICLE V
OFFICERS**

Section 5.1 Number

The Officers of this Corporation shall be President, Vice President and Secretary/Treasurer.

Section 5.2 Election and Term of Office

The President, Vice President and Secretary/Treasurer shall be elected annually for a term of two (2) years. Officers shall be elected by the full membership of the Board at the annual meeting from a list of nominations provided by the Nominating body, and each Officer shall hold office until his/her successor is elected and takes office, except as otherwise provided in these Bylaws.

Section 5.3 Resignation and Removal

Any Officer may resign at any time by written resignation delivered, mailed, faxed or E-mailed to the President and such resignation shall be effective upon receipt by the President unless a later date is specified. Any Officer may be removed at any time by the Board with or without cause by a two-third (2/3) vote of all voting members of the Board.

Section 5.4 Vacancies

Any vacancy in any office shall be filled for the unexpired portion of the term in the manner prescribed in these Bylaws for regular elections to such office.

Section 5.5 President

The President shall be the Chief Executive Officer of the Corporation. He/she shall preside at all meetings of the Board; have general supervision, direction, and active management of the affairs of the Corporation; and execute on behalf of the Corporation all contracts, deeds, conveyances, and other instruments in writing which may be

required or authorized by the Board for proper and necessary transaction of the business of the Corporation.

Section 5.6 Vice President

The Vice President shall serve as a member of the Executive Committee; shall serve as Chairperson of the Nominating Committee; shall join with the President in executing on the Corporation's behalf all contracts, deeds, conveyances, and other instruments in writing which may be required or authorized to be so executed by the Board for the proper and necessary transaction of the business of this Corporation and shall attest the same; and shall prepare and present to the Board such reports as it may desire and request at such times as it may designate. The Vice President shall perform the duties of the President in the case of the President's absence, inability or refusal to act, death, or disability.

Section 5.7 Treasurer

The Treasurer shall be the Chief Financial Officer. He/she shall have the custody of all funds and securities of the Corporation and shall deposit the same in the name of this Corporation in a bank or banks to be designated by the Board. Management, disbursement and investment of funds will be governed by policies as recommended by the Finance and Investment Committee, and as adopted by the board of directors.

Section 5.8 Secretary

The Secretary shall be responsible for ensuring that the official records of the Barstow College Foundation are accurate and is authorized to sign and approve legal documents on behalf of the board including license application and minutes of meetings. The Secretary is the authorized signer for official documents which require the signature of the Secretary of the Board.

**ARTICLE VI
FUNCTIONS OF THE BOARD**

A resolution approved by the affirmative vote of a majority of the Board may establish committees having the authority of the Board in the management of the business of the Corporation. The committees are subject to the direction and control of the Board. Unless the articles or bylaws provide otherwise, a committee must consist of one or more persons who need not be Directors, except for committees which are delegated the authority of the Board, which shall consist solfay of two or more voting directors. They must be natural persons. They must follow the same procedures as the Board of Directors in the conduct of their meetings. Their minutes, if any, must be available to members of the committee and to a Director. The committee members are held to the same standard of conduct as the Directors. Further, the establishment of such a committee does not automatically relieve a Director of his/her responsibilities to direct the Corporation.

The Board shall address the following functions or delegate the same to such committees as it deems necessary.

Section 6.1 Executive

The Board shall manage the affairs of this Corporation. The Board may delegate this function to an Executive Committee if it deems necessary.

Section 6.2 Nominating

Those persons responsible for the Nominating function shall prepare a list of persons eligible to serve as Directors or Officers of this Corporation. Such persons shall present such a list to the full Board of Directors at such time and in such manner as prescribed in these Bylaws.

Section 6.3 Finance and Investment Committee

The Finance and Investment Committee function shall develop this Corporation's policies relative to fiscal matters and investment of corporate assets and funds. Those responsible for this function shall also oversee the management of corporate assets and funds and investments of the same.

Section 6.4 Advisory Committees

The Foundation may establish and maintain Advisory Committees, which shall be composed of members of the general public, business, industry, others interested in furthering the purposes, objectives and interests of the Foundation and Barstow Community College. They shall not be entitled to vote on corporate matters, handle any Corporate funds or liquid assets, nor obligate the Foundation and shall be subject to such other limitations as may, from time to time, be imposed by the Board of Directors. The function of the Advisory Committees is to provide support to the activities of the Foundation. Members will serve at the will of the board. One to two directors of the Foundation shall sit on all Advisory Committees.

**ARTICLE VII
MISCELLANEOUS**

Section 7.1 Fiscal Year

The Corporation's fiscal year shall parallel Barstow Community College District's fiscal year.

Section 7.2 Corporate Seal

This Corporation shall have a corporate seal.

Section 7.3 Annual Audits

An annual audit of the financial records of this Corporation shall be made by an agency designated by the Board of Directors. A copy of such audit shall be available for public inspection. A copy of such audit shall also be forwarded to the Chancellors Office of the California Community Colleges.

Section 7.4 Solicitation and Program Administration

Pursuant to its contractual obligations, this Corporation shall follow the administrative guidelines for solicitation of funds and program development promulgated by the Chancellors Office of the California Community Colleges.

Section 7.5 Compliance with State Law

This Corporation shall observe all statutory and administrative provisions of California law which govern the charitable solicitation activities of California Non-profit Corporations.

Section 7.6 Exempt Activities

Notwithstanding any other provision of the Bylaws, no member, Director, Officer, employee or representative of the Foundation shall take any action or carry on any activity by or on behalf of the Foundation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may be hereafter amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such code and regulations as they now exist or as they may hereafter be amended.

Section 7.7 Dissolution

In the event of dissolution, all assets remaining after payment of liabilities, costs and expenses of dissolution shall pass to Barstow Community College District or to its successor, to be used for its proper, exclusively educational purposes, or to a non-profit 501(c)(3) organization which has been organized and is operated for the benefit of Barstow Community College. Finally, in the event of dissolution, none of the assets of this Corporation shall be distributed to any member, Director or Officer of this Corporation or to any private individual.

ARTICLE VIII

Section 8.1 Right of Indemnity

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

Section 8.2 Approval of Indemnity.

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

Section 8.3 Advancement of Expenses.

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these bylaws in defending any proceeding covered by those Sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on

behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

Section 8.4 Insurance.

The board shall have the right to authorize and direct the officers of the corporation to cause the corporation to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's, director's employee's or agent's status as such.

**ARTICLE IX
AMENDMENT**

These Bylaws may be amended at any meeting of the Board of Directors by a majority vote of the Board of Directors, subject to the approval of the Board of Trustees; provided that if any provision of these Bylaws requires the vote of a larger proportion of the Board than is otherwise required by law, that provision may not be altered, amended, or repealed except by that greater vote.

BARSTOW COLLEGE FOUNDATION

President Pansy L Perkins
Date: May 10 2007

Witness Maureen Spota

Vice President Beatrice G Lent
Date: May 10, 2007

Witness Maureen Spota