

BYLAWS
OF
LOS RIOS COLLEGES FOUNDATION

ARTICLE I
Purposes

The corporation shall have such purposes as are now or may hereafter be set forth in its Articles of Incorporation.

ARTICLE II
Powers

The corporation shall have such powers as are now or may hereafter be granted by the Nonprofit Corporation Law of the State of California, except as limited by the provisions of its Articles of Incorporation or these Bylaws.

ARTICLE III
Principal Office

The corporation shall have and continuously maintain at the Los Rios Community College District Office, a principal office for the transaction of the corporation's business.

ARTICLE IV
Membership

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

Section 2. Persons Associated with the Corporation. By resolution, the Board of Directors may create any advisory boards, councils, honorary memberships or other bodies as it deems appropriate. The Board of Directors may also, by resolution, confer upon any such class or classes of such persons some or all of the rights of a member under the California Nonprofit Public Benefit Corporation Law other than the right to vote:

- (a) for the election of a Director or Directors or an officer or officers; or
- (b) on a disposition of all or substantially all of the assets of the corporation; or
- (c) on a merger; or
- (d) on a dissolution; or
- (e) on changes to the corporation's Articles of Incorporation or Bylaws.

All such voting rights being vested exclusively in the Board of Directors.

ARTICLE V
Board of Directors

Section 1. Definition of Terms. For the purpose of these Bylaws, "Board of Directors" or "Board" refers to the Board of Directors of the corporation, unless otherwise indicated. "District" refers to the Los Rios Community College District. "Board of Trustees" refers to the Board of Trustees of the Los Rios Community College District. "Trustee" refers to a member of the District Board of Trustees. "Chancellor" refers to the Chancellor of the District. "Chair" refers to the Chair of the Board of Directors.

Section 2. General Powers. Subject to the limitations stated in the Articles, these Bylaws, the Nonprofit Corporation Law, and applicable District policies for auxiliary organizations, all corporate powers shall be exercised by or under the direction of, and the business and affairs of the corporation shall be managed by, the Board of Directors. The individual directors shall act only as members of the Board of Directors, and individually shall have no power to act alone.

Section 3. Number. The authorized number of Directors shall be not less than fifteen (15) nor more thirty-seven (37), the exact number to be specified from time to time by action of the Board of Directors.

Section 4. Election, Term and Qualifications.

- (a) Directors shall be elected at any regular or special meeting of the Board of Directors held for that purpose.
- (b) The term of a Director shall be three (3) years. A Director shall hold office until the earlier of (a) the expiration of the term for which such Director was elected and either such Director's successor is elected and qualified or the Board of Directors declares such

Director's position to be vacant, or (2) the death, resignation or removal of the Director.

- (c) Directors' terms of office shall be established in such a manner that approximately one-third (1/3) of the terms expire each year. Any Director who serves an initial term of two (2) years or less may be elected to serve three (3) full terms thereafter without violating the three (3)-term limit set forth in this Section 4. In the event of a change in the number of Directors, the staggering of terms shall be preserved.
- (d) Directors may serve a maximum of three (3) consecutive three (3)-year terms and then must wait one (1) full year before being eligible for reappointment to the Board of Directors. Officers who are Directors may serve beyond the maximum if necessary to complete their term as an Officer (including a Chair Elect becoming Chair).
- (e) The Chancellor and a Trustee appointed by the Board of Trustees shall be ex-officio Directors of the corporation. Such ex-officio Directors shall not be subject to term limits.
- (f) Except for the ex-officio Directors, Directors shall not be employees of the District nor ex-officio members of a district or college committee.
- (g) Not more than forty-nine percent (49%) of the persons serving on the Board of Directors may be interested persons. For the purpose of the foregoing, "interested person" means any person currently being compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor or otherwise (excluding any reasonable compensation paid to a Director as a director), or 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.

Section 5. Voting. Each member of the Board of Directors shall have one vote. There shall be no proxy voting permitted for the transaction of any of the business of this corporation.

Section 6. Resignation and Removal. Any Director may resign from the Board at any time by giving written notice to the Chair, the President or the Secretary of the corporation and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The Board of Directors may declare vacant the office of a Director who has (1) become subject to an entry by a court of competent jurisdiction that appoints a guardian or conservator for the Director or estate of the Director; (2) been convicted of a felony; or (3) been found by a final order of judgment of a court of competent jurisdiction to have breach any duty under California Corporations Code Section 5230 through 5239 (dealing principally with fiduciary duty, self-dealing transactions and other standards of conduct) or any successor provisions thereto.

Directors, except those serving ex-officio, may be removed from office only by the vote of at least two-thirds (2/3) of the Directors at a meeting at which there is a quorum or a majority of the total number of Directors on the Board of Directors, whichever is less. No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of such Director's term of office.

Section 7. Vacancies. Any vacancy occurring on the Board of Directors shall be filled by the remaining members of the Board of Directors for the unexpired portion of the term.

Section 8. Compensation of Directors. No Director shall receive any salary or other similar compensation for any services as a Director; however, the Board of Directors may authorize the reimbursement of actual and necessary expenses incurred by individual Directors performing duties as Directors. Such authorization shall be made in advance of any such expenses being incurred.

Section 9. Inspection by Directors. Each Director shall have the right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation, provided that such Director shall not have the right to inspect those books, records or documents made privileged or confidential by law. This inspection may be made by the Director in person or by the Director's agent or attorney, and the right of inspection includes the right to copy and make extracts of documents. Nothing in this Section shall affect the right of the Board of Directors to conduct the business of the corporation as set forth in these Bylaws.

Section 10. Delegation. Pursuant to Section 5210 of the California Corporations Code, the Board of Directors may delegate the management of the activities of the corporation to any person or persons, management company, or committee 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 of Directors.

Section 11. Conflict of Interest. No member of the Board of Directors shall be financially interested in any contract or other transaction entered into by the Board of Directors that is not in accordance with the conflict of interest provisions set forth in Education Code Sections 72677-72680. The following relationships are specifically deemed not permissible:

- (a) Any contract, other than an employment contract, directly between the corporation and a Director.
- (b) Any contracts between the corporation and a partnership or unincorporated association in which a Director is a partner, or owner, or holder, directly or indirectly, of a proprietorship interest.

- (c) Any contract between the corporation and a for-profit corporation in which a Director is the owner or holder, directly or indirectly, of five percent (5%) or more of the outstanding common stock.

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

- (a) Contracts between the corporation and a for-profit corporation in which a Director is the owner or holder, directly or indirectly, of less than five percent (5%) of the outstanding common stock.
- (b) Contracts between the corporation and a for-profit corporation on whose Board of Directors a Director serves and such Director is the owner or holder, directly or indirectly, of less than five percent (5%) of the outstanding stock.
- (c) Contracts between the corporation and a nonprofit corporation on whose Board of Directors a Director serves.

On an annual basis, each Director will be required to complete a Director Conflict-of-Interest Disclosure Statement related to possible conflicts of interest.

ARTICLE VI

Meetings of the Board of Directors

Section 1. Place of Meetings. Meetings of the Board of Directors shall be held at any place within the State of California. In the absence of such designation, meetings shall be held at the principal office of the corporation.

Section 2. Annual Meeting. An annual meeting of the Board of Directors shall be held in June of each year. Such meeting shall be for the purpose of electing Directors for terms that have expired and Officers, other than the President, of the corporation, and for the transaction of such other business as may come before the meeting. Such Directors and Officers shall commence their terms at the annual meeting of the Board of Directors.

Section 3. Regular Meetings. The Board of Directors may provide by resolution the time and place for the holding of regular meetings of the Board of Directors. Notice of such regular meetings shall be given in accordance with Section 5 of this Article VI.

Section 4. Special Meetings. Special meetings of Directors may be called by, or at the direction of, the Chair, the President or by three (3) Directors then in office, to be held at such time and

place as shall be designated in the notice of meeting. The notice of a special meeting shall be delivered at least four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone, including a voice messaging system or by electronic transmission by the corporation. The notice shall specify the time and place of the meeting and the business to be transacted.

Section 5. Notice of Meeting.

- (a) Notice of the time and place of any meeting of the Board of Directors other than special meetings shall be given at least ten (10) days previous thereto delivered personally or by telephone, including a voice messaging system or by electronic transmission by the corporation, or sent by first-class mail, to each Director at the applicable contact information shown in the records of the corporation. If mailed, such notice shall be deemed to be delivered the next day during which regular mail deliveries are made after the day such notice is deposited in the United States Postal Service in a sealed envelope so addressed, with postage thereon prepaid. If notice be given personally, by telephone or electronic transmission, such notice shall be deemed delivered when made or transmitted. The business to be transacted at any regular or special meeting of the Board shall be specified in the notice of any such meeting.
- (b) 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 of the meeting, whether before or after the meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 6. Quorum and Manner of Acting. One-third (1/3) of the total number of Directors in office shall constitute a quorum of the Board of Directors for the transaction of business, except to adjourn as provided in Section 8 of this Article VI. Every act or decision done or made by a majority of the Directors present at a meeting at which a quorum is present shall be regarded as the act of the Board of Directors. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of a Director or Directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 7. Open Meetings. All meetings of the Board shall be open and public, and all persons shall be permitted to attend any meeting of the Board, in conformity with the California statutes governing the corporation, commencing with Section 54950 of the Government Code. However, the Board may hold closed sessions during any meeting to consider those matters that may lawfully be considered in such sessions.

Section 8. Adjourned Meetings. A quorum of the Directors may, or if there is no quorum, a majority of the Directors present shall, adjourn any Directors' meeting to meet again on a specified date, time and place. Notice of the date, time, place and the business to be transacted at such meeting shall be given to any Directors who were not present at the time of the adjournment.

Section 9. Minutes of Meetings and Conduct. Regular minutes of the proceedings of the Board of Directors shall be kept in a book provided for that purpose. The Board of Directors may adopt its own rules of procedure insofar as such rules are not inconsistent with, or in conflict with, these Bylaws, the Articles of Incorporation of the corporation or with the California Corporations Code or Government Code.

ARTICLE VII

Officers

Section 1. Officers. The Officers of the corporation shall be a Chair, Chair-Elect, President, Treasurer and Secretary. The Corporation, at the discretion of the Board of Directors, may have additional Officers. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the Chair or President, except as provided in Article VII, Section 6. Except for the Chair and Chair Elect, officers need not be chosen from among the Directors.

Section 2. Election and Terms of Office. The Officers of the corporation, other than the President, shall be appointed by the Board of Directors at its annual meeting. The Executive Committee of the Board of Directors, comprised of the Chair, Chair Elect, and at least three (3) other Directors, shall serve as the nominating committee for officers. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Except as provided in the case of Officers appointed under Section 4 of this Article VII, each Officer shall hold office for a term of two (2) years or until his or her successor shall have been elected, unless he or she shall sooner resign, be removed, or become ineligible to continue to serve in such capacity.

Section 3. Removal and Resignation. Any officer elected by the Board of Directors may be removed from office by the Board whenever, in their judgment, the best interests of the corporation would be served thereby. Any elected Officer may resign from office at any time by giving written notice to the Chair, the President or the Secretary and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the corporation under any contract to which the Officer is a party.

Section 4. Vacancies. A vacancy in any office, other than President, may be filled by the Board of

Directors for the unexpired portion of the term.

Section 5. President. The District shall provide the corporation with a President who shall be the Chief Executive Officer of the corporation and shall have general supervision of the affairs of the corporation and the other Officers. The President shall have such other powers and duties as the Board of Directors may prescribe from time to time.

Section 6. Chair. The Chair shall preside over the meetings of the Board of Directors and perform duties that are commensurate with those generally associated with board chairs, including selection of committee chairs. The immediate past Chair may serve in an advisory capacity to the Chair for the year following his/her service as chair.

Section 7. Chair-Elect. In the absence or disability of the Chair, the Chair-Elect shall perform all of the duties of the Chair. When so acting, the Chair-Elect shall have all of the powers and duties of the chair. The Chair-Elect shall also have such other duties as from time to time may be assigned to her or him by the Chair or the Board of Directors. The Chair-Elect will be expected to succeed the Chair in an automatic progression; this is the only office in which succession will be automatic.

Section 8. Secretary. The Secretary shall keep or cause to be kept a book of minutes at the principal office or at such other place as the Board of Directors may order of all meetings of the Directors, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Directors meetings. The Secretary shall give or cause to be given notice of all the meetings of the Board of Directors required by these Bylaws or by law to be given.

Section 9. Treasurer. The Treasurer shall cause to be kept the financial records of the funds and assets of the Corporation; shall cause to be received and receipted moneys payable to the corporation from any source whatsoever, and deposit all such funds in the name of the corporation in such banks or other depositories as shall be selected; shall be responsible for causing to be kept all books and records or accounts of the financial transactions and affairs of the corporation; and in general cause to be performed all the duties incident to the office of the Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her other duties in such sum and with such surety as the Board of Directors shall determine.

Section 10. Compensation of Officers. With the exception of the President, the Secretary, and the Treasurer, no other Officer shall be eligible to receive compensation.

ARTICLE VIII

Indemnification of Directors, Officers, and Other Agents.

Section 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 Corporation Code.

Section 2. Approval of Indemnity. On written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the Board shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification.

Section 3. Advancement of Expenses. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding covered by those Sections shall be advanced by the 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 4. Insurance. The corporation shall have the right 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

Committees and Advisory Committees

Section 1. Executive Committee. The Board may, by resolution adopted by a majority of the Directors then in office (provided a quorum is present), create an Executive Committee, consisting of at least five (5) Directors. The Board of Directors may designate one (1) or more Directors as alternate members of such committee, who may replace any absent member of any meeting of the committee. The Executive Committee, subject to any limitations imposed by the Articles, these Bylaws, Nonprofit Corporation Law, and applicable District policies for auxiliary organizations,

shall have and may exercise all of the powers of the Board of Directors which are delegated to the Executive Committee from time to time by the Board of Directors; provided, however, that the Executive Committee shall have no authority with respect to:

- (a) The filling of vacancies on the Board or in any committee;
- (b) The fixing of compensation of the Directors for serving on the Board or on any committee, should Article V, Section 7 be amended to allow such compensation;
- (c) The amendment or repeal of Bylaws or the adoption of any new Bylaws;
- (d) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (e) The appointment of other committees of the Board or the members thereof; or
- (f) The approval of any self-dealing transaction, as such transactions are defined in Section 5233(a) of the California Nonprofit Corporation Law.

Section 2. Board Development Committee. The Board may, by resolution adopted by a majority of the Directors then in office (provided a quorum is present), create a Board Development Committee consisting of at least three (3) Directors. The Board Development Committee shall address board composition, roles and responsibilities of board members, and board member knowledge, leadership and effectiveness. The Committee shall work to identify gaps in board representation and actively engage the Board, the Chancellor and each of the College Presidents in identification of potential Board candidates and create a slate of nominees to present to the Executive Committee and then to the Board for approval. The Board Development Committee shall also assist with the coordination of the annual Board retreat.

Section 3. Finance Committee. The Board of Directors may, by resolution adopted by a majority of the Directors then in office (provided a quorum is present), create a Finance Committee consisting of at least three (3) Directors. The Finance Committee shall be responsible for recommending and then directing and evaluating the corporation's financial advisors, overseeing the investments of assets, advising the Board on budgetary issues and spending policies, monitoring the financial status of the corporation including annual financial statements and Form 990, and making policy recommendation to the Board on gift and other fiscal policies and procedures, as well as providing quarterly reports to the Board.

Section 4. Other Committees. The Board of Directors may, by resolution adopted by a majority of the Directors then in office (provided a quorum is present), create such other committees, each

consisting of two (2) or more Directors. The Chair shall appoint the Chairs of all committees from among the members thereof. The Board may appoint, in the same manner, alternate members of any committee who may replace any absent member at any meeting of the committee. The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Minutes shall be kept of each meeting of each committee.

Section 5. Advisory Committees. The Board may appoint one or more advisory committees to serve at the pleasure of the Board. Appointments to such advisory committees need not, but may, be Directors. Such advisory committees shall have their membership and functions defined by a Resolution of the Board. The Chair shall appoint the Chairs of all advisory committees. Advisory committees shall make recommendations to the Board of Directors through the Chair; but shall not have the authority of the Board with regard to any matters they may consider. Minutes shall be kept of each meeting of each advisory committee.

ARTICLE X

Contracts, Loans, Checks, Deposits, and Gifts

Section 1. Contracts. The Board of Directors may authorize any Officer or agent of the corporation, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

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

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

Section 4. Check, Drafts, Etc. All checks, drafts, or orders for the payment of money shall be signed by not less than two officers or agents (one of who is an employee designated by the District) of the corporation in such manner as determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President of the corporation.

Section 5. Deposits. All funds of the corporation shall be deposited in a timely manner to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select or may otherwise be required as an auxiliary organization of the District.

Section 6. Gifts, Donations, Bequests, Devises and Trusts. The Board of Directors may, in accordance with District policies for auxiliary organizations, accept on behalf of the corporation any gift, donation, bequest, devise and Trust for the general purpose or for any specific purposes of the corporation.

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

ARTICLE XI

Miscellaneous

Section 1. First Year. The fiscal year of the corporation shall begin on the first day of July and end on the last day of June in each year unless otherwise determined by resolution of the Board of Directors.

Section 2. Rules. The Board of Directors may adopt, amend, or repeal rules not inconsistent with these Bylaws, District policies regarding auxiliary organizations, and applicable law for the management of the internal affairs of the corporation and the governance of its Officers, agents, committees, and employees.

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

Section 4. Attorney and Accountant Services. The Board of Directors shall have the benefit of the advice and counsel of at least one attorney admitted to practice law in the State and at least one licensed certified public accountant. Neither the attorney at law nor the certified public accountant need be members of the Board of Directors.

Section 5. Submission of Annual Program and Budget. The Board of Directors shall submit its program and budget for the next fiscal year to the Chancellor for his/her approval on or before May 15 of each year. Should the Chancellor determine that any program or appropriation planned by the corporation is not consistent with the policies of the Board of Trustees, the program or appropriation shall not be implemented. Further, should a program or appropriation which had received approval, upon review, be determined by the Chancellor to be operating outside of the scope of the policies of the Board of Trustees, then that program or appropriation shall be

discontinued by direction of the Chancellor until further review is accomplished and an appropriate adjustment is made.

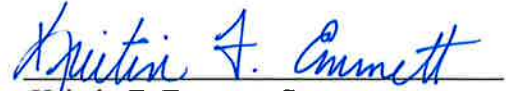
ARTICLE XII
Amendment to Bylaws

These Bylaws may be amended at any regular meeting of the Board of Directors, or at any special meeting called solely for that purpose, only by the vote of at least two-thirds (2/3) of the Directors present at a meeting at which there is a quorum or a majority of the total number of Directors, whichever is less, subject to the written approval of the Chancellor, providing that the amendment has been submitted in writing at the previous regular meeting, or submitted in writing to the Directors at least thirty (30) days prior to the next regular meeting of the Board of Directors.

SECRETARY'S CERTIFICATE

THIS IS TO CERTIFY that the foregoing Bylaws of the LOS RIOS COLLEGES FOUNDATION were duly adopted as revised by the Board of Directors of said corporation at a meeting of said Board held on August 9, 2018.

IN WITNESS WHEREOF, the undersigned, Secretary of said corporation, has signed this Certificate hereon on August 13, 2018.


Kristin F. Emmett, Secretary

Bylaws Adopted: October 22, 1998
Revised: March 15, 2001
October 4, 2001
January 29, 2004
January 25, 2006
April 29, 2009
August 9, 2018