

BYLAWS

**FOR THE REGULATION, EXCEPT
AS OTHERWISE PROVIDED BY STATUTE OR
ARTICLES OF INCORPORATION,
OF THE
COLLEGE OF THE CANYONS FOUNDATION
A California Nonprofit Public Benefit Corporation**

(Incorporated December 12, 1980)

ARTICLE 1 OFFICES

The College of the Canyons Foundation (the "Corporation") Office of Development shall be located at 26455 North Rockwell Canyon Road, Valencia, California 91355. The Board of Directors (the "Board") may change the location of this office.

ARTICLE 2 PURPOSE

The primary purpose of the Corporation is to assist in the achievement and maintenance of a superior program of public education and community participation within the Santa Clarita Community College District (the "District") by receiving contributions from the public, raising funds, and making contributions to educational and community programs of the District, and by developing, conducting and financing fund raising programs and projects designed to benefit the students enrolled in the educational and community programs of the District.

Functions performed by the Corporation shall be authorized through an Operating Agreement with the District, consistent with Section 59259 of Title 5, California Code of Regulations.

ARTICLE 3 MEMBERSHIP

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

ARTICLE 4 BOARD OF DIRECTORS

Section 4.1. Number and Categories of Directors

The Board shall consist of not less than three (3), nor more than seventy-five (75) directors (hereafter "Directors"), the exact number to be determined from time to time by the Board.

The following personnel shall serve as Directors by virtue of their position with the District or Corporation: (1) the District Chief Executive Officer (“CEO”); (2) the District Assistant Superintendent/Vice President, Business Services; (3) the District Assistant Superintendent/Vice President of Instruction and/or Student Services; ; (4) the District Deputy Chancellor; (5) District Vice President, Canyon Country Campus; (6) the Corporation’s Chief Development Officer; and (7) Chief Operating Officer / Director of Operations. Personnel who serve on the Corporation’s Board by virtue of their position are referred to in these Bylaws as “Ex Officio Directors” for the purposes of procedures applicable to appointment and terms of office. District and Corporation titles are subject to change from time to time, in which case the next amendments to these Bylaws will incorporate any change in position titles. A title change to an Ex Officio Director does not affect membership on the Board.

Directors may otherwise consist of individuals from the community-at-large, including but not limited to members of the communities the District serves, District students, and District alumni.

Section 4.2. Appointment of Directors

With the exception of Ex Officio Directors, who shall serve by virtue of their position with the District or Corporation, new Directors may be recommended by any other member of the Corporation’s Board. Directors must submit their recommendations to the Board Development and Leadership Committee for initial review. Following its review, the Board Development and Leadership Committee will forward its recommendation to the Executive Committee for approval to present the candidate to the Board of Directors for appointment by a majority vote of Directors at a duly noticed Board Meeting.

Section 4.3. Term of Office

With the exception of Ex Officio Directors, who shall serve by virtue of their position with the District or Corporation, Directors shall serve six (6) year terms and there are no terms limits. Directors may be re-appointed at the end of the six (6) year term by majority vote of Directors at a duly noticed Board Meeting.

Section 4.4. Voting Rights

Each Director shall have one vote. No Director may vote by proxy.

Section 4.5. Powers of Directors

(a) General. The Corporation shall have such powers as are now or may hereafter be granted by the laws and regulations governing auxiliary organizations of the California Community Colleges and by the California Corporations Code provisions governing Nonprofit Public Benefit Corporations in the State of California, except as limited by the provisions of its Articles of Incorporation, these Bylaws, or any Operating Agreement between the Corporation and the District. These powers include, but are not limited to, the power to:

1. Adopt, amend and repeal bylaws in accordance with section 9.9 of these Bylaws;

2. Issue, purchase, redeem, receive, take or otherwise acquire, own, sell, lend, exchange, transfer or otherwise dispose of, pledge, use, and otherwise deal in and with its own bonds, debentures, notes, and debt securities;
3. Make loans, scholarships, and grants-in-aid for the charitable and educational benefit District students and programs;
4. Assume obligations, enter into contracts, incur liabilities, borrow or lend money or otherwise use its credit, and secure any of its obligations, contracts, or liabilities by mortgage, pledge, or other encumbrance of all or any part of its property and income; and
5. Act as trustee under any trust incidental to the principal objects of the corporation, and receive, hold, administer, exchange, and expend funds and property subject to such trust.

(b) Limitations. As detailed in Article 7 of these Bylaws, the Board may delegate its authority to Board appointed committees, except that the following Board powers may not be delegated:

1. The approval of any action that requires approval by the Board (e.g. an action to merge, dissolve, or amend the Corporation's Articles of Incorporation);
2. The filling of vacancies on the Board or on any committee which has the authority of the Board;
3. The fixing of compensation of the directors for serving on the Board or on any committee;
4. The amendment or repeal of Bylaws or the adoption of any new Bylaws;
5. The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
6. The appointment of committees of the Board or the members thereof;
7. The expenditure of Corporate funds to support a nominee for director after there are more people nominated for director than can be elected; or
8. The approval of any self-dealing transaction, as such transactions are defined in Section 5233 subdivision (a) of the California Corporation Code.

Section 4.6. Compensation

No director shall receive any salary or other similar compensation for any services as a director; however, the Board 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 4.7. Liability

To the extent permitted by law, no director shall be personally liable for the debts, liabilities or obligations of this corporation.

Section 4.8. Insurance

The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its directors, officers, employees, and other agents, against any liability asserted against or incurred by an director, officer, employee, or agent in such capacity or arising out of the director's, officer's, employee's or agent's status as such. The Corporation shall maintain adequate liability insurance and directors' liability insurance for all activities connected with the corporation.

Section 4.9. Board Liaison

A Board Liaison, designated as a District Board of Trustees member selected annually by the District Board of Trustees, may attend Corporation Board meetings, and may participate in meeting discussions. The Board Liaison is not a Director of the Corporation, and the Liaison's participation in a Corporate meeting does not count towards a quorum for Board action. The Board Liaison has no authority to vote on Corporate business.

Section 4.10. Resignation and Removal

Any director may resign from the Board at any time by giving notice to the Chair or Secretary of the Corporation and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A director, (except Ex Officio Directors) must attend at least four (4) of the six (6) Foundation Board meetings per fiscal year unless extenuating circumstances, as determined by Directors other than the absent director, prevent attendance. Directors will be responsible for notifying the Chair or the Secretary of the Corporation of such circumstances prior to the Board meeting. Such director may be removed from the Board by the vote of majority if they do not comply. A Director who fails to comply with any provision of these Bylaws or the requirements set forth in the Board of Directors Engagement Agreement may be removed from the Board by a simple majority vote of Directors present at any regularly-scheduled meeting. Further, such Director is ineligible to vote in the decision regarding removal.

ARTICLE 5
MEETINGS

Section 5.1. Open Meetings

All open 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 Section 54950, et. seq. of the Government Code ("the Brown Act"). However, the Board may hold closed sessions during any meeting to consider those matters that may lawfully be considered in such sessions.

Section 5.2 Place of Meeting

Meetings of the Board shall be held at any place within the District's legally established service area. In the absence of such designation, meetings shall be held at the principal office of the Corporation.

Section 5.3. Regular Meetings

Regular meetings of the Board shall be held at least quarterly upon notice in accordance with Section 5.7 of these Bylaws.

Section 5.4. Teleconference

To the extent permitted by law, actions by the Board and Committees may be taken in circumstances where it is impractical for a quorum to be physically present at a meeting. Such meetings may be held by teleconference (including videoconference) as that term is used in the Brown Act. During a teleconference meeting, the Board must comply with the following obligations, except as provided in California Government Code section 54953, subdivision (e) during a proclaimed state of emergency:

- (a) Each teleconference location must be identified in the notice and agenda of the meeting or proceeding;
- (b) Each teleconference location must be open and accessible to the public;
- (c) The meeting agenda must be posted at all teleconference locations;
- (d) The agenda must provide an opportunity for members of the public to address the Board directly at each teleconference location;
- (e) During the teleconference, a minimum of a quorum of Board members must participate from locations within the boundaries of the District;
- (f) All votes taken during a teleconferenced meeting must be by roll call; and
- (g) The meeting must be conducted in a manner that protects the statutory and constitutional rights of the parties or the public appearing before the Board.

Section 5.5. Annual Meeting

An annual meeting of the Board shall be held in June of each year to nominate and elect officers and conduct other business as may be brought to the Board.

Section 5.6. Special Meetings

Special meetings of the Board may be called by, or at the direction of, the Chair or by a majority of the Directors, to be held on such date and at such time and place as shall be designated in the notice of meetings.

Section 5.7. Notice of Meetings

Notice of the date, time and place of any meeting of the Board, other than special meetings, shall be given at least seventy-two (72) hours previous thereto by written notice delivered personally or sent by mail, facsimile, or electronic mail to each director at his or her address, facsimile number or electronic mail address as 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 by facsimile or electronic mail, such notice shall be deemed delivered when the facsimile or electronic mail is transmitted. Notice of special meetings shall be delivered at least twenty-four (24) hours before the date and time thereof. The business to be transacted at any regular or special meeting of the Board shall be specified in the notice of such meeting.

In addition to the notice provided to Directors, public notice of meetings subject to the Brown Act shall be posted in accordance with the requirements of the Act.

Section 5.8. Waiver of Notice

Whenever notice to directors is required to be given under the provisions of the California Corporations Code governing Nonprofit Public Benefit Corporations Law, or under the provisions of the Articles of Incorporation or by these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Appearance at a meeting by a director shall be deemed to be a waiver of notice, 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 5.9. Quorum and Manner of Acting

25% of the number of Directors in office shall constitute a quorum of the Board and a majority of Executive Committee shall constitute a quorum of the Executive Committee for the transaction of business, except to adjourn as provided in Section 5.10 of these Bylaws. 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, except when a larger vote is required by law or these Bylaws. If a Director or Directors withdraw from a meeting, and a quorum no longer exists, the remaining Directors may not continue to transact business. In such circumstances, the Chair must announce the loss of the quorum, and adjourn the meeting in accordance with Section 5.10 of these Bylaws.

Section 5.10. Adjourned Meetings

A quorum of the Board may adjourn any board meeting to meet again at a stated day and hour; provided, however, that in the absence of a quorum, a majority of the Board present at any Board meeting, either regular or special, may adjourn from time to time until the time fixed by the next regular meeting of the Board. Notice of the adjournment to another time or place shall be given to the directors who are not present at the time of the adjournment in accordance with the meeting notice requirements set forth above. In addition, a copy of the order or notice of adjournment shall be conspicuously posted on or near the door of the place where the regular, adjourned regular, special or adjourned special meeting was held within 24 hours after the time of the adjournment.

Section 5.11. Minutes of Meetings and Conduct

Regular minutes of the proceedings of the Board shall be kept in a book provided for that purpose. The Board may adopt its own rules of procedure insofar as such rules are

consistent with these Bylaws, the Articles of Incorporation of the Corporation, or with the California Corporations Code.

ARTICLE 6 **OFFICERS**

Section 6.1. Officers

The officers of the Corporation shall be the Board Chair, First Vice Chair, Second Vice Chair, Secretary, Treasurer, Chief Executive Officer, and any such other officers as the Board may elect. All officers shall be selected from among the Board with the exception of: (1) the Treasurer, who shall be the District Assistant Superintendent, Vice President of Business Services, and (2) the Secretary, who shall be the Corporation Chief Operating Officer / Director of Operations. Each Director may hold only one office at any time.

Section 6.2. Election

The officers of the Corporation shall be nominated and elected at the Board's annual meeting in June or at such other time as determined by Article 5 of these Bylaws. Officers shall assume their duties at the close of the annual meeting. Prospective officers shall be nominated by the Executive Committee. Additional nominations may be made from the floor. Only those directors who have signified their consent to serve shall be nominated for or elected to office.

Section 6.3. Term

The Board Chair, First Vice Chair, and Second Vice Chair shall serve a term of two years, and may be re-elected for subsequent terms at the annual meeting in June or at such other time as determined by Article 5 of these Bylaws. All other officers shall serve in their positions without limit, at the pleasure of the board, subject to the rights, if any of an officer under any contract of employment.

Section 6.4. Vacancies

A vacancy occurring in any active office may be filled for the unexpired term by a nomination with ratification by a majority vote of the Board.

Section 6.5. Removal

Any officer elected or appointed by the Board may be removed from office by a majority vote of the Board whenever such removal is in the best interests of the Corporation.

Section 6.6. Board Chair

The Board Chair shall preside at all meetings of the Board, shall serve as primary spokesman of the Board, and shall have such other powers and duties as may be prescribed by the Board.

Section 6.7. First Vice Chair

In the absence or disability of the Board Chair, the First Vice Chair shall preside and perform the duties of the Board Chair. The First Vice Chair shall have such other duties as may be prescribed by the Board.

Section 6.8. Second Vice Chair

In the absence or disability of the First Vice Chair, the Second Vice Chair shall preside and perform the duties of the First Vice Chair. The Second Vice Chair shall have such other duties as may be prescribed by the Board.

Section 6.9. Secretary

The Secretary shall be the custodian of corporate records and shall supervise the recording and maintaining the minutes of all meetings of the Board and committees or advisory boards.

Section 6.10. Treasurer

The Treasurer shall be the custodian for all funds of the Corporation, which funds shall be deposited in such banks and other financial institutions as may from time to time be designated by the Board. The Treasurer shall be the District Assistant Superintendent, Vice President of Business Services. Funds of this Corporation shall be disbursed only on checks or other withdrawal orders of the Corporation bearing the signatures of officers, directors, or other persons authorized in Board policy. Such officers, directors or other persons shall be specifically authorized by the Board to sign checks or other withdrawal orders. The Treasurer shall generally supervise the accounting and bookkeeping of the Corporation. The Treasurer or his/her designee shall regularly report to the Board as to the financial condition and results of operations of the Corporation, and shall have such other powers and duties as may be prescribed by the Board.

Section 6.11. Chief Executive Officer

The Board shall designate a Foundation Board Member or administrator to serve as the Foundation's General Manager and Chief Executive Officer, responsible for the general supervision, direction, and control of the business and affairs of the Corporation. District resources available to assist the Foundation's General Manager and Chief Executive Officer in this supervision, direction, and control, if necessary are set out in the Operating Agreement between the District and the Corporation.

ARTICLE 7
COMMITTEES AND ADVISORY BOARDS

Section 7.1. Board Committees

(a) General. The Board may appoint one or more committees, each consisting of two or more directors, and delegate to such committees any of the authority of the Board except with respect to:

- (1) The approval of any action that requires approval by the Board (e.g. an action to merge, dissolve, or amend the Corporation's Articles of Incorporation);
- (2) The filling of vacancies on the Board or on any committee which has the authority of the Board;

- (3) The fixing of compensation of the directors for serving on the Board or on any committee;
- (4) The amendment or repeal of Bylaws or the adoption of any new Bylaws;
- (5) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (6) The appointment of committees of the Board or the members thereof;
- (7) The expenditure of Corporate funds to support a nominee for director after there are more people nominated for director than can be elected; or
- (8) The approval of any self-dealing transaction, as such transactions are defined in Section 5233 subdivision (a) of the California Corporations Code.

Any such committee must be created, and the members thereof appointed, by resolution adopted by a majority of the Board members present during a meeting in which a quorum is present. The Board 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.

Any committee exercising the authority of the board shall not include as members persons who are not Directors. However, the board may create other committees that do not exercise the authority of the board and these other committees may include persons regardless of whether they are Directors.

(b) Executive Committee. The Board shall appoint an Executive Committee with the delegated authority to perform the duties expressed in these Bylaws or by written Board policy. The Executive Committee will meet every other month to provide oversight of the operational business of the Corporation to include but not be limited to: monthly financial statement review and approval; review and approval of disbursements; review and approval of any recommended action on the annual audit; review and approval of service contracts; personnel issues; enter into partnerships or relationships with other organizations as well as other functions designated in writing by the Board. Corporation policies will be reviewed and recommended by the Executive Committee for full Board approval. Copies of all documentation approved by the Executive Committee will be provided to the Board.

(c) Finance Committee. The Finance Committee will meet every other month to provide oversight of the Corporation's financial matters to include: monthly financial statement review and approval; review and approval of disbursements and budget transfers; review of investment portfolio, cash balance summary and operating cash flow statement. The

Finance Committee shall be comprised of three or more directors, each of whom shall be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Finance Committee. The Finance Committee may not include the Chair of the Audit Committee; however, the Board may appoint advisors to the Finance Committee who are not members of the Board. The Treasurer is a required member of the Finance Committee.

(d) Audit Committee. The Audit Committee is appointed by the Board from among the directors or others appointed by the Board. The Audit Committee will be separate from the Finance Committee and the Chair of the Audit Committee may not be a member of the Finance Committee and the members of the Finance Committee must be in a minority on the Audit Committee. In addition, the audit committee may not include any staff members from the Corporation including the Executive Director, the Chief Executive Officer, or the Chief Financial Officer. Neither the Board Chair, nor the Board Treasurer shall be appointed to the Audit Committee. However, the Board may appoint advisors to the audit committee who are not Directors. Members of the Audit Committee shall not receive any compensation other than in their capacity as District employees, and shall not have any material financial interest in any entity doing business with the Corporation. The Audit Committee is responsible for conferring with the auditor to satisfy themselves that the financial condition of the Corporation is appropriate. It shall review and determine whether to accept the audit; after which it shall present and recommend any further action on the audit report to the Executive Committee and Board.

(e) Board Development and Leadership Committee. The Board Development and Leadership Committee will assist the Board by (a) keeping the Board informed of current best governance practices; (b) advising the Board on the skills and experience that should be required of potential Directors; (c) developing and recommending to the Board a set of Governance Guidelines; (d) developing standards by which the Board can annually review its own performance; and (e) undertaking such duties as may be delegated by the Board. The Board Development and Leadership Committee shall consist of at least three (3) Directors.

Section 7.2. Advisory Boards

The Board may appoint one or more advisory boards, each consisting of two (2) or more directors, community members or business leaders. Such advisory boards shall have their membership and functions defined by a resolution of the Board. The Board Chair shall appoint the Chairs of all advisory boards. Advisory boards shall make recommendations to the Board through the Executive Committee, and shall not have the authority of the Board with regard to any matters they may consider. Minutes shall be kept at each meeting of each Advisory Board.

Section 7.3. Procedures

The Board may prescribe appropriate rules of procedures, not inconsistent with the Bylaws, by which proceedings of any committee or advisory board shall be conducted.

ARTICLE 8
INDEMNIFICATION

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 subdivision (a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonable 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 subdivision (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 subdivision (b) or Section 5238 subdivision (c) of the California Corporations Code, the Board shall promptly determine under Section 5238 subdivision (e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238 subdivision (b) or Section 5238 subdivision (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 Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its directors, officers, employees, and other agents, against any liability asserted against or incurred by an director, officer, employee, or agent in such capacity or arising out of the director's, officer's, employee's or agent's status as such.

ARTICLE 9
OTHER PROVISIONS

Section 9.1. Nonprofit Integrity Act Provisions

The Corporation will comply with all applicable provisions of the Nonprofit Integrity Act.

Section 9.2. Contracts, Checks, Deposits and Funds

The following procedures shall be followed with respect to contracts, checks, deposits and the expenditure of funds:

- (a) The Board may authorize the Executive Committee or any officer(s) or agent(s) of the Corporation, in addition to the active and administrative 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. Unless so authorized by the Board, 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 for any purpose or amount.
- (b) The Board delegates authority to the Executive Committee and authorized Corporation and District staff to conduct certain business, including the expenditure of funds, on behalf of the Board in accordance with Board policy.
- (c) The Board designates the minimum authorized signatures on documents for Corporation transactions in accordance with Board policy.
- (d) All funds of the Corporation shall be deposited in a timely manner to the credit of the Corporation in such banks, savings and loans, trust companies, or other depositories as the Board may select.

Section 9.3. Gifts, Donations, Bequests, Trusts, Specially Funded Grants, and Other Income

The Corporation shall accept gifts, donations, bequests, trusts, specifically funded grants, and other income in accordance with the policies and procedures set forth in its Gift Acceptance Policy. Gifts that are given with unusual restrictions or designations, as determined by the Corporation's Executive Director, and which are not otherwise described by the Corporation's Gift Acceptance Policy, must be reviewed and approved by the Corporation's Board prior to acceptance. The Corporation may refuse gifts that have the potential to incur financial or legal obligations, jeopardize the Corporation's tax-exempt status, violate Corporate or District policies, or local, state, or federal law

Section 9.4. Financial Audit and Review

The financial books and records of the Corporation shall be audited on an annual basis, and such audited statements shall be reviewed and approved by the Executive Committee and published, all in accordance with the Santa Clarita Community College District Implementing Regulations. The Corporation is required to file Form RRF-1 with the California Attorney General and will comply with the following requirements:

- (a) Annual financial statements using generally accepted accounting principals will be audited by an independent Certified Public Accountant.
- (b) The financial statements will be audited by an independent auditor whose relationship with the Corporation complies with Government Auditing Standards issued by the Comptroller General of the United States.
- (c) The audited financial statements will be available to the public on the same basis as the Form 990 within nine months after the close of the fiscal year.

- (d) The annual financial reports shall conform to the accounting and reporting system issued by the State Chancellor's office.

Section 9.5. Fiscal 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.

Section 9.6. Inspection of Records

Every Director shall have the right at any reasonable time to inspect and copy the books, records, and documents of every kind and inspect the physical properties of the Corporation of which such person is a Director, provided that such Director shall not have the right to inspect those books, records or documents made privileged or confidential by law. Nothing in this section shall affect the right of the Board to conduct the business of the Corporation as set forth in these Bylaws.

Section 9.7. Inspection of Articles and Bylaws

The Corporation shall keep in its Office of Development the original or a copy of its Articles of Incorporation and of these Bylaws as amended to date, which shall be open to inspection at all times.

Section 9.8. Construction and Definitions

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

Section 9.9. Amendment

These Bylaws may be amended or repealed and new Bylaws may be adopted by a majority of Directors present at any regular meeting or any special meeting of the Board, if at least ten days written notice is given of intention to alter, amend, or repeal, or to adopt new Bylaws at such meeting. These Bylaws, and any amendments to the Bylaws, shall be subject review and approval by the District CEO, and to final approval by the Directors of the Corporation's Board.

Section 9.10. Attorney and Accountant Services

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

Section 9.11. Dissolution

The Corporation shall use its funds only to accomplish the objectives and purposes specified in the Articles of Incorporation, the Santa Clarita Community College District Implementing Regulations, the Operating Agreement between the Corporation and the District, and these Bylaws. No part of these funds shall inure, or be distributed to, Directors of the Corporation. Upon dissolution of the Corporation, any funds then

remaining shall be distributed to the District, another auxiliary organization authorized by the District Board of Trustees, or expended for the benefit of the District.

Section 11. Submission of Annual Program and Budget

The Board shall submit its program and budget for the next fiscal year to the CEO of the District for his/her approval on or before June 30 of each year. Should the CEO of the District determine that any program or appropriation planned by the Corporation is not consistent with the policies of the District, the program or appropriation shall not be implemented. Further, should a program or appropriation which had received approval, upon review, be determined by the CEO of the District to be operating outside of the scope of the policies of the District, then that program or appropriation shall be discontinued by direction of the CEO of the District until further review is accomplished and an appropriate adjustment is made.

IN WITNESS WHEREOF:

I, the undersigned, the Secretary of the College of the Canyons Foundation, a Corporation organized and existing under the laws of the State of California, do hereby certify that the foregoing Bylaws, consisting of nine articles, were duly adopted as the amended Bylaws of this Corporation on the 24th day of January, 2023.



Shawna A. Lubs
Secretary to the Board of Directors
College of the Canyons Foundation

1/24/2023
Date