

**BYLAWS
OF
CITRUS COLLEGE FOUNDATION**

**ARTICLE I
OFFICES**

The principal office of the corporation in the State of California shall be located in the County of Los Angeles. The corporation may have such other offices, either within or without the County of Los Angeles, State of California, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

**ARTICLE II
OBJECTIVES AND PURPOSES**

The objectives and purposes of this corporation shall be:

SECTION 1. The specific purpose of the corporation shall be to promote and assist the educational program of Citrus Community College District or such institution as shall succeed to the properties and functions of said District and to cooperate jointly with various organizations in the community, in projects that the Foundation feels would benefit Citrus College in the community by furthering the educational programs carried on by the District and/or toward such cooperative community efforts as the Board of Directors deems appropriate.

SECTION 2. POWERS. This corporation shall possess, enjoy, and exercise all of the powers granted to it by law, and shall have the power in the pursuance of the foregoing objects to solicit funds; to acquire, receive by gift, bequest, trust, or otherwise, and hold, encumber and transfer and/or sell or convey, real estate and personal property; to borrow money, incur indebtedness, and to secure the same by mortgage, pledge, or deed of trust of property, real or personal; to act as agent for other corporations, or person, and to appoint or hire and employ agents and/or servants; to purchase or otherwise acquire objects of any nature whatsoever, and to sell and exchange the same for the sake of acquiring other materials or property more desirable, except where prohibited or restricted by the terms of gift or trust; to subsidize scientific research; to publish reports, and in general to do any and all things conducive to the dissemination of knowledge of the sciences and the arts, or necessary or incidental to the realization of the purposes aforementioned.

SECTION 3. This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation. This corporation shall not participate in or intervene in (including publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

SECTION 4. This corporation was initiated at the direction of the Board of Trustees of Citrus College and continues its operation with the consent of said Board.

SECTION 5: MASTER AGREEMENT: The Citrus College Foundation shall enter into a Master Agreement with Citrus College in accordance with the State Attorney General's ruling, which recognizes the fact that the College derives benefits from the Foundation that are non monetary and that many, if not most, of gifts made to the Foundation are designated by their donors to benefit particular programs, departments or scholarships. This fact renders it more difficult for the Foundation to raise the undesignated funds needed to fund its own operation. The Master Agreement defines those non monetary benefits provided by the College that are to be considered in exchange for tangible benefits or support that the College provides to the Foundation.

ARTICLE III MEETINGS OF BOARD OF DIRECTORS

SECTION 1. ANNUAL MEETING. An annual meeting of the Board of Directors shall be held at Glendora, California in June each year for the purpose of electing Officers, a year-end financial report and the transaction of such other business as may come before the meeting.

SECTION 2. REGULAR MEETINGS. The agenda for both the Executive board and general meetings shall be posted in the vicinity of the meeting place 72 hours prior to the meeting. The Board of Directors shall meet a minimum of once per quarter.

SECTION 3. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board may fix any place, as the place for holding any special meeting of the Board called by them except that any meeting other than at the principal place of the organization shall require a two-thirds (2/3) vote of the Board of Directors.

SECTION 4. NOTICE OF SPECIAL MEETINGS. Notice of any special meeting of the Board of Directors shall be given at least five (5) days previously thereto by written notice delivered personally or sent via electronic mail by the Foundation or by Certified U.S. Mail to each director at his address as shown by the records of the corporation. If notice is given via electronic mail, such notice shall be deemed delivered at the time such notice is sent by the Foundation. If sent via U.S. Mail, such notice shall be deemed to be delivered when deposited in a sealed envelope so addressed, and sent by Certified Mail, with postage thereon prepaid. Any director may waive notice of any 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. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meetings, unless specifically required by law or by these bylaws.

SECTION 5. PLACE OF MEETING. The Board of Directors may designate any place, within the State of California, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of California. Any meeting other than at the principal place of business shall require a two-thirds (2/3) vote of the Board.

SECTION 6. INFORMAL ACTION BY DIRECTORS. Any action required by law to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed for all of the directors entitled to vote with respect to the subject matter thereof.

SECTION 7. QUORUM. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

SECTION 8. PROXIES. At any meeting of directors, a director entitled to vote may vote by proxy executed in writing by the director or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

SECTION 9. VOTING BY MAIL. Where the directors or officers are to be elected, such election may be conducted by mail or by email in such manner as the Board of Directors shall determine.

ARTICLE IV BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS. The affairs of the corporation shall be managed by its Board of Directors.

SECTION 2. NUMBER, TENURE, AND QUALIFICATIONS. The number of directors shall be not less than ten or more than thirty, exclusive of advisory board and emeritus members. Each director's term of office shall begin immediately after they have been elected by the Board of Directors. Each director shall hold office for three years and may serve additional three year terms with mutual consent of the director and the Executive Board. The President and President-elect may serve additional years in order to complete the terms of their offices. A director elected to fill a specific vacancy mid-term shall be elected for the unexpired term in office of his/her predecessor. Directors who are elected to the board after January 1 of any given year shall be considered interim directors with their three year term officially beginning on July 1 of that year.

SECTION 3. MANNER OF ACTING. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

SECTION 4. VACANCIES. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors shall be filled by the Board of Directors.

SECTION 5. COMPENSATION. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors at such regular or special meetings of the Board; but nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

SECTION 6. COMMITTEES. The Corporation may appoint special standing committees to assist in accomplishing stated objectives within the bylaws. Specific committees and their membership shall be approved by a majority vote of the Board of Directors. The following standing committees will be established and each will meet no less than three times annually: Finance, Board Development, and Scholarship. The purpose of these committees will be to oversee areas important to the operation and goal attainment of the Foundation and to bring forth to the full board recommendations for policies, procedures, and actions pertinent to the committees' area of responsibility. Standing committees may be added or dissolved as deemed necessary by a majority vote of the full board. Ad Hoc Committees may be established as required to carry out Foundation business.

SECTION 7. ADDITIONAL MEMBERS. The President of the College, the College's Administrative Vice-President, and a member of the Board of Trustees, who shall serve as a liaison between the Foundation and the District, shall be voting members of this Corporation. The immediate Past President of the Board of Directors, Executive Vice President of Instruction, the Faculty Representative, the Classified Representative, and the Student Body President shall serve as voting members.

ARTICLE V OFFICERS

SECTION 1. OFFICERS. The officers of the corporation shall be a President, President-elect, Secretary, Treasurer, and such other officers as may be elected in accordance with the provisions of this article. Any person may hold two or more offices, except that the President cannot also act as Secretary or Treasurer.

SECTION 2. ELECTION AND TERM OF OFFICE. The officers of the corporation shall be elected for a two-year term by the Board of Directors at the appropriate annual meeting. At least one nominee for each office shall be recommended. If a candidate for any office cannot be identified by the annual meeting, such candidate/s will be nominated/approved at the first opportunity thereafter. The Board Development Committee shall be composed of a minimum of five members. The Board Development Committee shall prepare a slate of officers to be presented at the Annual Meeting in the year when terms are expiring. Nominations from the floor may also be made at the meeting. Each officer shall hold office until his/her successor shall have been duly elected and qualified. It is understood that the president-elect will assume the position of president when it is vacated, even if the president-elect has only served one year. There is no need to vote for the president-elect to assume the office of president once he/she has been elected to serve as president-elect.

SECTION 3. REMOVAL. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

SECTION 4. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5. PRESIDENT. The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He/she shall preside at all meetings of the members of the Board of Directors. He/she may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the corporation; and in general he/she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 6. PRESIDENT-ELECT. In the absence of the President or in event of his/her inability or refusal to act, the President-elect shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Any President-elect shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors. If the President-elect cannot or is unable to complete his/her term, the Board Development Committee will nominate a person to fill the vacancy for the remainder of the term of office to be voted on by the board at the next scheduled meeting.

SECTION 7. TREASURER. If required by the Board of Directors, the Treasurer shall give the bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He/she shall have charge and custody of and be responsible for all funds and securities of the corporation; receive, record, and give receipts for money due and payable to the corporation from any source whatsoever, and invest all such monies in the name of the corporation as determined by the Finance Committee including the Treasurer and in accordance with the provisions of ARTICLE VIII of these bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors. In addition, all people authorized to handle Foundation money may be bonded. The Finance Committee shall recommend investment of Foundation funds as authorized by the Board of Directors.

SECTION 8. SECRETARY. The Secretary, in conjunction with the Foundation Secretary, shall see that minutes of the meetings of the Board of Directors are kept in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the post office address of each director which shall be furnished to the Foundation secretary by such director; and in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the President of the Board of Directors. The Foundation Secretary shall not serve as an officer.

ARTICLE VI EXECUTIVE BOARD

SECTION 1. POWERS OF EXECUTIVE BOARD. This corporation shall have an Executive Board. To the extent authorized by law, the Executive Board shall have and exercise

all the powers of the Board of Directors of this corporation between meetings of said Board. Written reports of the actions of the Executive Board shall be submitted to the Board of Directors at its next meeting following the actions of the executive board.

SECTION 2. COMPOSITION. Executive Board membership will include current officers of the Foundation, immediate past-President of the Foundation (ex-officio), ex officio - Director of the Foundation, Superintendent/President of the College, Vice President of Instruction, and the Board of Trustees representative to the Foundation Board. The members of the Executive Board shall serve until the next following annual meeting of the Board of Directors and until their successors have been elected by the Board of Directors.

SECTION 3. SECRETARY. The Executive Board shall have its own Secretary. The Executive Board shall prescribe the duties of the Secretary.

SECTION 4. REMOVAL AND VACANCIES. A member of the Executive Board may be removed from such Board at any time for cause by a majority vote of all the members of the Board of Directors, or, if such member of the Executive Board shall also be a member of the Board of Directors, then by a majority vote of all of the other directors. If any vacancy on the Executive Board exists by reason of health, resignation, removal, or otherwise, the Board of Directors may elect a successor member to serve until the next annual meeting of the Board of Directors.

SECTION 5. MEETINGS. The President of the Foundation Board and the Foundation Director will meet and set the annual calendar to present to the Foundation Board for approval.

SECTION 6. QUORUM. The presence of a majority of all of the members of the Executive Board shall constitute a quorum for the transaction of business at any meeting of the executive committee. Whenever a quorum is not available, any action of the Executive Board will be confirmed by a majority of a mail or e-mail ballot or by facsimile.

SECTION 7. VOTING. Each Executive Board member shall be entitled to one vote on any question properly before any meeting of the Executive Board. At all meetings of the Executive Board all questions shall be decided by the vote of a majority of the Executive Board members entitled to vote thereon who shall be present at the meeting. Any action which might be taken at a meeting of the Executive Board may be taken without a meeting if a written consent of such action is signed by all members of the Executive Board.

ARTICLE VII CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION 1. CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents 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. CHECKS, DRAFTS, ETC. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall

from time to time be 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 or an assistant Treasurer and countersigned by the President or a President-elect of the corporation.

SECTION 3. DEPOSITS. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 4. GIFTS. The Foundation staff may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation, following established procedures approved by the Foundation Board.

SECTION 5. CONTRACTS, CHECKS, DEPOSITS AND FUNDS. The accounting clerk in conference with the Treasurer of the Citrus College Foundation shall prepare for the approval or ratification by the members of the Board of Directors of the Citrus College Foundation, a list of checks, warrants, purchase orders, or such items of other financial consideration deemed to be the responsibility for approval by the Board at each meeting of the Board. All Foundation expenditures or purchase orders below \$5,000 shall be reported to the Board of Directors. Those in excess of \$5,000 will be approved by the Executive Board and reported to the Board of Directors.

ARTICLE VIII BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors and shall keep at the Foundation office a record giving the names and addresses of the directors entitled to vote. All books and records of the corporation may be inspected by any member of the Board of Directors or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE IX FINANCIAL AUDIT

The financial books and transactions of the corporation shall be audited by an outside independent auditor chosen by the Citrus College Foundation Board of Directors within three months following the close of each budget reporting period, and the results of such shall be presented to the Board of Directors at the first board meeting following the issuance of said report. The authority hereby conferred shall remain in full force until revocation by the Board of Directors.

ARTICLE X 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.

**ARTICLE XI
SEAL**

The Board of Directors shall provide a corporate seal which shall be in a form approved by the Board, having on its circumference the words "CITRUS COLLEGE FOUNDATION," and within the circle the words "incorporated August 4, 1966, California."

**ARTICLE XII
WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the Non-Profit Public Benefit Corporation Law of California or under the provisions of the articles of incorporation or the bylaws of the corporation, 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.

**ARTICLE XIII
AMENDMENTS TO BYLAWS**

These bylaws may be altered, amended, or repealed, and new bylaws may be adopted by a 2/3 vote of the directors present at any regular meeting or at any special meeting if at least twenty-one days' written notice is given of intention to alter, amend, or repeal or to adopt new bylaws at such meeting.

**ARTICLE XIV
INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Every person who is or has been a director or officer of this corporation shall be indemnified and held harmless by the corporation from and against all costs and expenses which may be imposed upon or reasonably incurred by him in connection with or arising out of negligence or of any claim, action, suit, or proceeding in which he may be involved by reason of his being or having been a director or officer at the time such costs and expenses are imposed or incurred. As used herein, the term "costs and expenses" shall include, but shall not be limited to, attorneys' fees and amounts of judgments against, and amounts paid in settlement by or on behalf of any such director or officer, other than amounts paid to the corporation itself; provided, however, that no such director or officer shall be so indemnified: (1) with respect to any matter as to which such director or officer shall, in any such action, suit or proceeding be finally adjudged to be liable for actual misconduct in the performance of his duties as a director or officer; or, (2) in the event of a settlement of any such claim, action, suit or proceeding, unless (a) such settlement shall, with the knowledge of the indemnification provided for hereby, be approved by the court having jurisdiction of such action, suit or proceedings; (b) such settlement shall have been made upon the written opinion of independent legal counsel, selected by or in a manner determined by the Board of Directors to the effect that there is no reasonable ground of liability for misconduct on the part of such director or officer and that the entire cost of such settlement will not substantially exceed the estimated cost of defending such claim, action, suit, or proceeding to a final conclusion. The foregoing rights of indemnification shall not be exclusive to other rights to which any such officer or director may be entitled as a matter of law. The limits shall be approved by the Citrus College Board of Trustees as to amount and type on an annual basis not to exceed \$1 million.

**ARTICLE XV
MISCELLANEOUS**

The President, President-elect, chairman of the Finance Committee or such other officers as the Board of Directors may select for that purpose, are authorized to vote, represent, and exercise on behalf of this corporation all rights incident to any and all voting securities of any other corporation or corporations standing in the name of this corporation on behalf of this corporation. Any and all voting securities held by this corporation in any other corporation or corporations may be exercised either by such officers in person or by any person authorized to do so by proxy or power of attorney duly executed by such officers.

Know all men by these present: That we, the undersigned, being all members of the Citrus College Foundation, hereby assent to the foregoing bylaws and their amendments as of this day and adopt them as the bylaws of said corporation.

IN WITNESS WHEREOF, we have hereunto subscribed our names this 14th day of September, 2009.

SOCORRO ARRIETTA

SUSAN M. KEITH

BRIAN BOWCOCK

IRENE MALMGREN

MICHAEL CIRRITO

JOYCE MIYABE

JOYCE DILL

JERRY NEWELL, LLD

ELIN DOWD

TERRY NICHOLS

MARK FERRARI

GERALDINE M. PERRI, Ph.D.

TOM GERFEN

LEVI RICHARD

JENNETTA HARRIS

STEFANO SALTALAMACCHIA

CAROL HORTON

JIM WILLIAMS

PRISCILLA ZEPEDA