

**AMENDED AND RESTATED
BYLAWS**

OF THE

FOUNDATION FOR THE COMPTON COMMUNITY COLLEGE DISTRICT

A California Nonprofit Public Benefit Corporation

**ARTICLE I
NAME AND OFFICES**

Section 1 Name. The name of this corporation is the Foundation for the Compton Community College District (the “Foundation”).

Section 2 Principal Office. The principal office for the transaction of the activities and affairs of the corporation is located at 1111 East Artesia Boulevard, Compton, California. The board of directors may change the location of the principal office of the corporation to any place within the State of California.

Section 3 Other Offices. The board of directors may at any time establish branch or subordinate offices at any place the corporation is qualified to conduct its activities.

**ARTICLE II
PURPOSES AND LIMITATIONS**

Section 1 General Purposes. This corporation is a nonprofit public benefit corporation organized under the Nonprofit Public Benefit Corporation Law for public or charitable purposes. This corporation is not organized for the private gain of any person.

Section 2 Specific Purposes. Within the context of the general purposes stated above, this corporation is organized and at all times hereafter shall be operated exclusively to benefit the Compton Community College District (the “District”), its students and the community of which it is a part, in the following manner:

- (1) Assisting and supporting the District in the attainment of its educational, cultural and scientific goals and in assisting and supporting it in fulfilling its role in serving the community of which it is a part;
- (2) Soliciting contributions and raising funds to support the educational endeavors of the District
- (3) Providing financial assistance to the District by acquiring equipment and supplies for the use, benefit, and enjoyment of the students of the District;

- (4) Establishing and supporting programs and activities within the District which maximize academic achievement and enrichment; and
- (5) Raising and awarding scholarship funds for post-secondary education to students of the District.
- (6) To provide relief to the poor, distressed and underprivileged in our community; to advance education, provide food and/or shelter, and to promote social welfare by carrying on activities to provide support for low to moderate income households.

This corporation shall be operated in connection with the District as specified in Internal Revenue Code section 509(a)(3).

Section 3 Limitations.

- (a) This corporation is organized and operated exclusively for public and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law. Notwithstanding any other provision of these bylaws, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law, or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States internal revenue law.
- (b) No substantial part of the activities of this corporation shall consist of lobbying or propaganda or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue Code of 1986, and the corporation shall not participate or intervene (including publishing or distributing statements) in any political campaign on behalf of or in opposition to any candidate for public office except as provided in such Section 501(h).
- (c) The property of this corporation is irrevocably dedicated to the purposes set forth above. No part of the earnings of this corporation shall ever inure to the benefit of any directors or officers of this corporation or to the benefit of any private person.
- (d) Upon the dissolution and winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to the Compton Community College District, which is an organization described in Internal Revenue Code section 170(b)(1)(A) or 501(c)(3). If the District shall cease to be an organization described in Internal Revenue Code section 170(b)(1)(A) or 501(c)(3), the directors of this corporation shall designate a publicly supported educational or charitable organization as described in Internal

Revenue Code sections 170(b)(1)(A) or 501(c)(3), in substitution for the District, for purposes of the articles of incorporation and these bylaws.

ARTICLE III MEMBERSHIP

Section 1 Corporation Without Members. The corporation shall have no members.

ARTICLE IV BOARD OF DIRECTORS

Section 1 Number of Directors. The authorized number of Directors shall be not less than nine (9) but no more than twenty-one (21) with the exact number determined by resolution of the board. The authorized board members shall include: (a) two (2) ex officio directors who shall be (i) the President/Chief Executive Officer of the District and (ii) the Vice President of Administrative Services of the District; (b) two (2) directors who are staff members of the District; (c) two (2) directors who are faculty members of the District; (d) at least two (2) directors who are associated with organizations in the nonprofit sector; (e) at least two (2) directors who are associated with organizations in the private sector; and (f) one (1) director appointed by the District governing board, who is also a member of the District governing board.

Section 2 General Powers.

- (a) General Powers. Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and subject to any limitations in the articles of incorporation and these bylaws, the corporation's activities and affairs shall be managed and all corporate powers shall be exercised by or under the direction of the board of directors. The board 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.
- (b) Specified Powers. Without prejudice to such general powers, but subject to the same limitations, the board of directors shall have the power and authority to:
 - (1) Except as otherwise provided in these bylaws, approve any action which would otherwise be required to be approved by members if this corporation had members.
 - (2) Appoint and remove all officers, agents, and employees of the corporation; prescribe such powers and duties for them as may not be inconsistent with law, with the articles of incorporation or with these bylaws; fix their compensation; and require from them security for faithful service.
 - (3) Change the principal executive office or the principal business office in California from one location to another; cause the corporation to be

qualified to do business in any other state, territory, dependency, or foreign country; and conduct business within or outside California.

- (4) Adopt, make and use a corporate seal and alter the form of such seal.
- (5) Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes and in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities for such consideration; provided, however, that 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 3 Term of Office. All the board members other than ex officio board members shall serve two (2) year terms, and may, if reappointed, serve consecutive terms. Ex officio directors serving on the board of directors by virtue of the position such director holds shall serve on the board of directors for a term concurrent with that of the position which made such director an ex officio board member. For purposes of clarity and avoidance of doubt, any ex officio director who ceases to hold the position which made such director an ex officio board member, shall cease to be an ex officio director.

Section 4 Election of Directors. With the exception a director appointed by the District governing board pursuant to Section 1(f) of this Article, successors to the non-ex officio directors shall be elected by a majority of the directors then in office at the annual meeting of the board of directors, subject to the confirmation of such election by the District governing board. Each director shall hold office for their full term of office as set forth in Section 3 of this Article and until a successor has been elected or appointed and qualified unless he or she has resigned or been removed or his or her office has been declared vacant in the manner provided in these bylaws.

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 of Directors. Except as provided below, any director may resign from the board at any time by giving written notice to the president, secretary or chief financial officer of the corporation and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Notwithstanding the above, except on notice to the California Attorney General, no director may resign if the corporation would be left without a duly elected director or directors.

Section 7 Removal of Directors. With the exception of a director appointed by the District governing board pursuant to Section 1(f) of this Article, a director may be removed from office without cause by a majority vote of the total number of voting directors then in office. A director appointed by the District governing board may be removed from office without cause by a majority vote of the District governing board.

Section 8 Restriction on Interested Persons as Directors. Notwithstanding any other provision of this Article IV, no more than forty-nine percent (49%) of the persons serving on the

board may be interested persons. An interested person is (a) any person compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (b) 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 such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the corporation.

Section 9 Compensation of Directors. Directors may not receive compensation for their services as directors, but may receive such reimbursement of expenses as may be fixed or determined by resolution of the board of directors.

Section 10 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 for a purpose reasonably related to such person's interest as a director. The right of inspection includes the right to copy and make extracts of documents.

Section 11 Vacancies. A vacancy in a director position because of removal, death, resignation or otherwise shall be filled by the directors at the annual or other meeting of directors, subject to the confirmation of such election by the District governing board or, if the predecessor to such director position was selected in another manner, in the same manner as the former occupant of the position was selected. Any person designated to fill a vacancy on the board of directors shall hold office for the unexpired term of his or her predecessor in office, subject to the power of removal contained herein.

ARTICLE V MEETINGS OF THE BOARD OF DIRECTORS

Section 1 Place of Meetings. Meetings of the board of directors shall be held at any place within this State which has been designated from time to time by resolution of the board. In the absence of such designation, meetings shall be held at the principal office of this corporation.

Section 2 Annual Meeting. The board of directors shall hold an annual meeting, at such time as shall be fixed by the board of directors, for the purpose of organization, election of officers and transaction of other business.

Section 3 Regular Meeting. Other regular meetings of the board of directors shall be held at such time as shall from time to time be fixed by the board of directors.

Section 4 Special Meetings. Special meetings of the board of directors for any purpose or purposes may be called at any time the chairperson of the board, if any, the president, any vice president, the secretary, or any two directors, to be held at such time and place as shall be designated in the notice of meeting.

Section 5 Notice of Meeting. Notice of the time and place of special meetings of the board of directors shall be given by written notice delivered personally or sent by mail or e-mail or facsimile to each director at his or her address as shown on the records of the corporation. If mailed, such notice shall be deposited in the United States mail at least four (4) days before the

date set for the meeting, in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by e-mail or facsimile, such notice shall be sent at least forty-eight (48) hours before the time set for the meeting. The business to be transacted at any special meeting of the board shall be specified in the notice.

Section 6 Open Meetings; Notice to District. Meetings of the board shall be subject to the requirements of the Brown Act, Chapter 9 of Part 1 of Division 2 of Title 5 of the Government Code, commencing with Section 54950; provided, however, that the board may hold closed sessions during any meeting to consider those matters that may lawfully be considered in such sessions.

Section 7 Quorum and Manner of Acting. A majority of the total number of authorized directors shall constitute a quorum of the board of directors for the transaction of business. 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, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common directorships, (c) creation of and appointments to committees of the Board, and (d) indemnification 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 8 Adjournment and Notice of Adjourned Meeting. Notwithstanding section 7, above, a majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the 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 law.

ARTICLE VI COMMITTEES

Section 1 Committees of Directors. The board of directors may, by resolution adopted by a majority of the directors then in office, create one or more committees, each consisting of two or more directors and no persons who are not directors, to serve at the pleasure of the board. Appointments to committees of the board shall be by majority vote of the directors then in office, unless otherwise provided in these bylaws. The board may appoint one or more directors as alternate members of any committee who may replace any absent member at any meeting of the committee. Any such committee, to the extent provided in the resolution of the board or in these

bylaws, shall have all the authority of the board, except that no committee, regardless of board resolution, may:

- (a) Take any final action on any matter which, under the California Nonprofit Public Benefit Corporation Law, also requires approval of the members or of a majority of all members;
- (b) Fill vacancies on the board of directors or any committee of the board;
- (c) Amend or repeal bylaws or adopt new bylaws;
- (d) Amend or repeal any resolution of the board of directors which by its express terms is not so amendable or repealable;
- (e) Create any other committees of the board or appoint the members of committees of the board;
- (f) Expend corporate funds to support a nominee for director after more people have been nominated for director that can be elected; or
- (g) With respect to any asset held in charitable trust, approve any contract or transaction between this corporation and one or more of its directors or between this corporation and an entity in which one or more of its directors have a material financial interest, subject to the approval provisions of Corporations Code Section 5233(d)(3).

Section 2 Executive Committee. The Executive Committee, unless limited by a resolution of the board, shall have and may exercise all the authority of the board in the management of the business and affairs of the corporation between meetings of the board; provided, however, that the Executive Committee shall not have the authority of the board in reference to those matters enumerated in Section 1 of Article VI of these bylaws. All actions of the Executive Committee shall be reported to and ratified by the full board at the next duly scheduled board meeting.

Section 3 Audit Committee. The Audit Committee shall consist of at least three (3) members, but may not include the president/chief executive officer of the corporation, the chief financial officer or treasurer of the corporation or the chairperson of any Financing Committee of the corporation, if the corporation has established a Financing Committee. If the corporation has established a Financing Committee, members of the Financing Committee may not make up 50% or more of the members of the Audit Committee. The Audit Committee shall be responsible for reporting the findings of the annual audit to the board as soon as possible once the audit is completed. The Audit Committee will present to the board any proposals from public accounting companies when a new contract is warranted and shall be responsible for such other matters as may be required by the California Nonprofit Integrity Act. The board will vote on which proposal to accept for future audit work. The Audit Committee shall not have the authority of the board.

Section 4 Board Development Committee. The board shall appoint a committee to nominate qualified candidates (the "Board Development Committee") to serve on the board or as

officers. The Board Development Committee shall select candidates which it will nominate for positions on the board and/or as officers. The Board Development Committee shall not have the authority of the board.

Section 5 Finance/Investment Committee. The purpose of the Finance/Investment Committee is to assist the Board with all financial policies and strategy, including review of the annual operating budget. The Finance/Investment Committee will also coordinate the Board's financial oversight responsibilities by reviewing and recommending investment and spending policies, interpreting these policies for board and staff members and monitoring investment performance. The committee's tasks include the following: review asset allocation and the performance of investments on a quarterly basis; interview and recommend new investment managers to the Board; recommend annual Foundation budget to the Board for approval; monitor Foundation expenditures in accordance with the annual budget; review annual financial audit and report results to the Board; and conduct Board education programs in the investment/finance areas.

Section 6 Meetings and Action of Committees. Meetings and actions of committees of the board shall be governed by, held, and taken in accordance with the provisions of these bylaws concerning meetings and other board actions, except that the time for general meetings of such committees and the calling of special meetings of such committees may be set either by board resolution or, if none, by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. The board may adopt rules for the governance of any committee as long as the rules are consistent with these bylaws. If the board has not adopted rules, the committee may do so.

ARTICLE VII OFFICERS

Section 1 Officers. The officers of the corporation shall be a president, a vice president, a secretary and a treasurer/chief financial officer. The corporation may also have, at the discretion of the board of directors, a chairperson of the board, one or more vice presidents, one or more assistant secretaries, one or more assistant chief financial officers, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article VII. Any two or more offices may be held by the same person, except that neither the secretary nor the chief financial officer may serve concurrently as either the president or the chairperson of the board.

Section 2 Election. The officers of the corporation, except such officers as may be appointed in accordance with the provisions of Section 3 of this Article, shall be elected by the board of directors, and each shall serve two (2) year terms at the pleasure of the board, subject to the rights, if any, of an officer under any contract of employment.

Section 3 Other Officers. The board of directors may appoint and may authorize the president or other officers to appoint such other officers as the business of the corporation may require, including an executive director to manage the day-to-day actions of the corporation. Each officer so appointed shall hold office for such period and have such authority and perform such duties as are provided in these bylaws or as the board of directors may from time to time determine.

Section 4 Removal of Officers. Any officer appointed by the board of directors may be removed at any time, with or without cause or notice, by the board of directors. Subordinate officers appointed by persons other than the Board under Section 3 of this Article VII may be removed at any time, with or without cause or notice, by the board of directors or by the officer by whom appointed. Officers may be employed for a specified term under a contract of employment if authorized by the board of directors; such officers may be removed from office at any time under this section and shall have no claim against the corporation or individual officers or board members because of the removal except any right to monetary compensation to which the officer may be entitled under the contract of employment.

Section 5 Resignation of Officers. Any officer may resign at any time by giving written notice to the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified in such notice; and, unless otherwise specified in such notice, the acceptance of such resignation shall not be necessary to make it effective. Any such resignation is without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

Section 6 Vacancies in Office. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these bylaws for regular appointments to such office.

Section 7 Responsibilities of Officers.

- (a) Chairperson of the Board. The chairperson of the board, if such an officer be elected, shall, if present, preside at all meetings of the board of directors and exercise and perform such other powers and duties as may be from time to time assigned to him or her by the board of directors or prescribed by the bylaws. If there is no president, the chairperson of the board shall in addition be the chief executive officer of the corporation and shall have the powers and duties of the president as prescribed in these bylaws.
- (b) President/Chief Executive Officer. Subject to such supervisory powers, if any, as may be given by the board of directors to the chairperson of the board, if there be such an officer, the president shall be the chief executive officer of the corporation and shall, subject to the control of the board of directors, have general supervision, direction and control of the activities and the officers of the corporation. He or she shall preside, in the absence of the chairperson of the board or if there be none, at all meetings of the board of directors. He or she shall have the general powers and duties of management usually vested in the office of president of a corporation, and shall have such other powers and duties as may be prescribed by the board of directors or these bylaws.
- (c) Vice President. In the absence or disability of the president, the vice presidents, if any, in order of their rank as fixed by the board of directors or, if not ranked, a vice president designated by the board of directors, shall perform all the duties of the president. When so acting, a vice president shall have all the powers of, and be subject to all the restrictions upon, the president. The vice presidents shall have

such other powers and perform such other duties as from time to time may be prescribed for them respectively by the board of directors or the bylaws, the president or the chairperson of the board.

(d) Secretary.

- (1) Minutes. The secretary shall keep or cause to be kept, at the principal executive office or such other place as the board of directors may order, a book of minutes of all meetings, proceedings and actions of directors and committees of directors. The minutes of each meeting shall state the time and place the meeting was held; whether it was annual, regular or special; if special, how it was called or authorized; the names of those present at board and committee meetings; and an accurate account of the proceedings. If the secretary is unable to be present, the secretary or the presiding officer of the meeting shall designate another person to take the minutes of the meeting. The secretary shall keep or cause to be kept, at the principal office in California, a copy of the articles of incorporation and bylaws, as amended to date.
- (2) Notices, Seal, and Other Duties. The secretary shall give, or cause to be given, notice of all meetings of the members, the board of directors and committees of the board of directors required by these bylaws to be given. In case of the absence or disability of the secretary, or his or her refusal or neglect to act, such notices may be provided by the president, or by the vice president, if any, or by any person authorized by the president or by any vice president, or by the board of directors. The secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the board or the bylaws may prescribe.

(e) Treasurer/Chief Financial Officer.

- (1) Books of Account. The chief financial officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of account of the properties and transactions of the corporation. The chief financial officer shall send or cause to be given to the directors such financial statements and reports as are required to be given by law, by these bylaws or by the board. The books of account shall at all reasonable times be open to inspection by any director.
- (2) Deposit and Disbursement of Money. The chief financial officer shall deposit, or cause to be deposited, all moneys and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the board of directors. He or she shall disburse the funds of the corporation as may be ordered by the board of directors, shall render to the president and directors, whenever they request it, an account of all of his transactions as chief financial officer and of the financial condition of the corporation, and shall have other powers and perform such other duties

as may be prescribed by the board of directors or the bylaws. If so required by the board of directors, the chief financial officer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety as the board of directors shall deem appropriate. The chief financial officer shall submit such annual reports to the board of directors as required by law or as directed by the board of directors.

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 these bylaws, shall have the same meaning as in Section 5238(a) of the California Corporations 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 board shall have the right to authorize and direct the officers of the corporation to cause the corporation to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer’s, director’s employee’s or agent’s status as such.

ARTICLE IX RECORDS AND REPORTS

Section 1 Maintenance of Corporate Records. The board shall cause the appropriate officers of the corporation to keep:

- (a) Adequate and correct books and records of account;
- (b) Written minutes of the proceedings of the board and committees of the board; and

- (c) A record of each director's name and address.

Section 2 Maintenance and Inspection of Articles and Bylaws. The secretary shall keep at the corporation's principal office the original or a copy of the articles of incorporation and bylaws as amended to date.

Section 3 Annual Report. The board shall cause an annual report to be sent to directors within 120 days after the end of the corporation's fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds;
- (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes;
- (d) The expenses or disbursements of the corporation for both general and restricted purposes; and
- (e) Any other information required by these (a) bylaws, (b) the California statutes governing auxiliary organizations (Article 6, commencing with Section 72670 of Chapter 6, Part 45 of the Education Code), (c) the Title 5 Regulations (commencing with Section 59250 of Chapter 4.5, Division 5 of Title 5 of the California Code of Regulations), (d) the Implementing Regulations established by the District, or (e) any written agreement, as defined in Section 59251(b) of Title 5 of the California Code of Regulations, with the District.

Section 4 Audit. The board shall cause all income statements, balance sheets and funds of the corporation referred to in Section 3 of this Article IX to be audited annually by a certified public accountant selected by the board in accordance with the statutes governing auxiliary organizations (Article 6, commencing with Section 72670 of Chapter 6, Part 45, of the Education Code), the Title 5 Regulations (commencing with Section 59250 of Chapter 4.5, Division 5 of Title 5 of the California Code of Regulations), the Implementing Regulations established by the District, or any written agreement, as defined in Section 59251(b) of Title 5 of the California Code of Regulations, with the District. The board shall submit such audit to the governing board of the District. The board shall also annually publish the audited statement of the corporation's financial condition, which shall be disseminated as widely as feasible and be available to any person on request.

Section 5 Annual Statement of Certain Transactions and Indemnifications. As part of the annual report to all directors, or as a separate document if no annual report is issued, the board shall cause to be annually prepared and mailed or delivered to each director a statement of any transaction or indemnification of the following kind within 120 days after the end of the corporation's fiscal year:

- (a) Any transaction (i) in which the corporation or its parent or subsidiary was a party, (ii) in which an "interested person" has a direct or indirect material financial

interest, and (iii) which involved more than \$50,000, or was one of a number of transactions with the same interested person involving, in the aggregate, more than \$50,000.

- (b) Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the corporation under Section VII of these bylaws, unless that indemnification has already been approved by the directors under Section 5238(e) of the California Corporations Code.

For this purpose, an “interested person” is any director or officer of the corporation, its parent or its subsidiary. The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest; provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

ARTICLE X GENERAL CORPORATE MATTERS

Section 1 Checks, Drafts, Evidences of Indebtedness. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to the corporation shall be signed or endorsed by any two of the President/CEO or designee of the District, the president or vice president of the corporation, or such other officers of the corporation, and in such manner, as shall be determined by resolution of the board of directors.

Section 2 Contracts. The board of directors, except as the bylaws otherwise provided, may authorize any officer or officers or agent or agents to enter into any contract or execute any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to one or more specific matters. Unless so authorized or ratified by the board of directors or within the agency power of an officer, 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 in any amount.

Section 3 Loans and Borrowing. The board of directors shall not cause the corporation to make any loan of money or property to or guarantee the obligation of any director or officer unless approved by the Attorney General. 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 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 5 Gifts. The board of directors may at their discretion accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any specific purpose of the corporation.

**ARTICLE XI
MISCELLANEOUS**

Section 1 Fiscal Year. The fiscal year of the corporation shall 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 for the management of the internal affairs of the corporation and the governance of its officers, agents, committees, and employees.

Section 3 Corporate Seal. The board of directors may provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation, the date of its incorporation, and the word “*California*”.

Section 4 Waiver of Notice. Whenever any notices are required to be given under the provisions of the Nonprofit Corporation Act of the state of California, or under the provisions of the articles of incorporation of the corporation, or these bylaws, a waiver thereof in writing signed by the persons entitled to such notice, whether dated before or after the time such notices are required to be given, to the extent permitted by law, shall be deemed equivalent to the giving of such notice.

**ARTICLE XII
AMENDMENT TO BYLAWS**

Section 1 Amendment to Bylaws. These bylaws may be amended at any regular meeting of the board of directors by a majority vote of the board of directors, if such amendment is approved by the District; provided, however, that if any provision of these bylaws requires the vote of a larger proportion of the board than is otherwise required by law, that provision may not be altered, amended, or repealed except by that greater vote.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify that:

1. I am the duly elected and acting secretary of the Foundation for the Compton Community College District, a California nonprofit public benefit corporation.

2. The bylaws to which this certificate is attached, comprising 14 pages, constitute the bylaws of such corporation as duly adopted by the board of directors of this corporation at a meeting of such board on December 9, 2021.

I further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of my own knowledge.

Dated: **December 9, 2021**

Heather Parnock

Heather Parnock, Secretary