

AMENDED AND RESTATED BYLAWS
OF
COASTLINE COMMUNITY COLLEGE FOUNDATION
(a California Nonprofit Public Benefit Corporation)

Adopted as of 1-19-11

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**AMENDED AND RESTATED BYLAWS
OF
COASTLINE COMMUNITY COLLEGE FOUNDATION
(a California Nonprofit Public Benefit Corporation)**

**ARTICLE 1
NAME**

1.1 The name of this corporation is COASTLINE COMMUNITY COLLEGE FOUNDATION (this “**Corporation**”).

**ARTICLE 2
OFFICES**

2.1 **Principal Office.** The principal executive office and the principal office for the transaction of the business of this Corporation will be located at 11460 Warner Avenue, Fountain Valley, California, in Orange County, California. The Board of Directors of this Corporation (the “**Board**”) may, by resolution or amendment to these Bylaws, change the principal executive office and the principal office for the transaction of the business of this Corporation to a different location within or outside the State of California.

2.2 **Other Offices.** The Board may at any time establish branch or subordinate offices at any place or places where this Corporation is qualified to transact business within or outside the State of California.

**ARTICLE 3
OBJECTIVES AND PURPOSES**

3.1 **Purposes.** The primary purpose of this Corporation is to promote and assist the educational programs of Coastline Community College (the “**College**”) and to apply the funds and properties coming into its possession toward furthering the educational programs carried on or approved by the administrative officers of the College. Within the context of this primary purpose, this Corporation may engage in any lawful act or activity for which a corporation may be organized under the California Nonprofit Public Benefit Corporation Law (the “**California Corporations Code**”).

3.2 **Restricted Activities.**

3.2.1 This Corporation has been formed under the California Corporations Code for the public purposes described above, and it shall be nonprofit and nonpartisan. Nothing in these Bylaws shall be construed to authorize this Corporation to carry on any activity prohibited under Section 501(c)(3) of the Internal Revenue Code (the “**Code**”).

3.2.2 No substantial part of the activities of this Corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation,

and this Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote.

3.2.3 This Corporation shall not engage in any activities or exercise any powers that are not in furtherance of the purposes described in Section 3.1.

ARTICLE 4 **DEDICATION OF ASSETS**

4.1 The property of this Corporation is irrevocably dedicated to charitable or educational purposes, or any other purposes permitted under Section 501(c)(3) of the Code. No part of the net income or assets of this Corporation shall ever inure to the benefit of any director or officer or to the benefit of any private person; provided, however, that this provision shall not prevent payment to any such person for reasonable compensation for services performed for this Corporation in effecting any of its charitable purposes, as long as such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on the dissolution of this Corporation.

4.2 Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be designated to go to the College, the District, or to another foundation of the District.

ARTICLE 5 **MEMBERSHIP**

5.1 This Corporation shall have no members within the meaning of the California Corporations Code.

ARTICLE 6 **DIRECTORS**

6.1 **Number of Directors.** The Board shall consist of at least four (4) directors, but not more than thirty-five (35) directors unless changed by amendment to these Bylaws. The exact number of authorized directors will fixed, within those limits, by resolution of the Board. One of the directors will be the President of the College or a person designated by the President of the College (the “**College Appointed Director**”) to insure that this Corporation operates in conformity with College policy.

6.2 **Powers.**

6.2.1 **General Corporate Powers.** Subject to the California Corporations Code, the Articles of Incorporation of this Corporation (the “**Articles**”) and the other provisions of these Bylaws, the business and affairs of this Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board. The Board may delegate the management of the activities of this Corporation to any person or persons or committee or

committees; provided, however, that the activities and affairs of this Corporation be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

6.2.2 **Specific Powers.** Without limiting the general corporate powers described in Section 6.2.1, and subject to the same limitations, the Board shall have the following powers:

(a) At its pleasure, select, remove, and supervise all officers, agents and employees of this Corporation; prescribe any powers and duties for them that are consistent with the California Corporations Code, the Articles and these Bylaws; and fix their compensation, if any.

(b) Change the principal executive office or the principal business office from one location to another; cause this Corporation to be qualified to conduct activities in any other state, territory, dependency, or country; conduct activities within or outside the State of California; and designate any place within or outside the State of California for the holding of meetings, including annual meetings.

(c) Borrow money and incur indebtedness on behalf of this Corporation and cause to be executed and delivered for this Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

(d) Adopt, make and use a corporate seal; and alter the form of the seal. Such seal shall be kept at the principal office of this Corporation.

6.3 **Terms; Election of Successors.** Each director shall serve for a term of three (3) years. At each annual meeting of the Board, a majority vote of a quorum of directors shall be sufficient to renew expired terms. Vacant seats on the board shall be filled by new Directors at any time and shall be filled by a separate vote of the current directors.

6.4 **Vacancies.**

6.4.1 **Events Causing Vacancy.** A vacancy or vacancies on the Board shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any director; (ii) the declaration by resolution of the Board of a vacancy of the office of a director who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under the California Corporations Code; or (iii) whenever the number of authorized directors is increased by the Board.

6.4.2 **Resignations.** Except as provided in this paragraph, any director may resign, which resignation shall be effective on giving written notice to the Chairperson of the Board, the President of this Corporation or the Secretary of this Corporation, unless the notice specifies a later time for the resignation to become effective. No director may resign if this Corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Attorney General.

6.4.3 **Removal.** Any director may be removed with or without cause by a majority of directors then in office. Any director will be removed automatically from the Board without the need for resolution of the Board if such director fails to attend three (3) consecutive regular meetings of the Board or three (3) consecutive meetings of an assigned committee without the approval of the Executive Board or, if none, the Chairperson of the Board.

6.4.4 **Appointment to Fill Vacancies.** Except for a vacancy created by the removal of a director, vacancies on the Board may be filled by resolution of the Board or, if the number of remaining directors then in office is less than a quorum, by (i) the unanimous written consent of the directors then in office, (ii) the affirmative vote of a majority of the directors then in office at a meeting, or (iii) the sole remaining director.

6.4.5 **No Vacancy on Reduction of Number of Directors.** No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

6.5 **Place of Meetings; Method of Meetings.** Meetings of the Board may be held at any place within or outside the State of California as designated from time to time by resolution of the Board. In the absence of such designation, meetings shall be held at the principal executive office of this Corporation. Notwithstanding the above provisions of this Section 6.5, any meeting of the Board may be held at any place consented to in writing by all the members of the Board, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. If and when approved by the Board, any meeting may be held by conference telephone, video conference or similar communication equipment so long as all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at such meeting. All meetings of the Board of Directors must be open to the public, agendas for regular meetings of the Board of Directors must be posted at least 72 hours in advance, there generally may not be action or discussion on items not appearing on the agenda, a majority of the directors may not communicate about an item of Foundation business outside of a noticed meeting, and there must be an opportunity for public comment. Telephonic meetings are to be conducted in compliance with the Brown Act, Section 54953(b) of the Government Code.

6.6 **Annual Meeting.** The Board shall hold annual meetings for the purpose of election of directors and the transaction of other business. Each director shall receive notice, pursuant to Section 6.8.2, of the time and place of the annual meetings.

6.7 **Regular Meetings.** The Board may set a specified time and place for its regular meetings. Once the Board sets the time for regular meetings, each Director shall receive notice, pursuant to Section 6.8.2, of the time and place that regular meetings shall be held. If the Board changes the time and place of regular meetings, each Director shall receive notice of the change pursuant to Section 6.8.2.

6.8 **Special Meetings.**

6.8.1 **Authority to Call.** Special meetings of the Board for any purpose may be called at any time by the Chairperson of the Board, the President of this Corporation, the Secretary of this Corporation, or any two directors.

6.8.2 **Notice.**

(a) **Manner of Giving.** Notice of the time and place of meetings shall be given to each director by one of the following methods: (i) personal delivery; (ii) first-class mail, postage paid; (iii) by telephone (including a voice messaging or other system designed to record and communicate messages) or facsimile communication, either directly to the director or to a person at the director's office who would reasonably be expected to communicate such notice promptly to the director; or (iv) by electronic mail. All such notices shall be given or sent to the director's address, telephone number, facsimile number and/or electronic mail address, as applicable, shown on the records of this Corporation.

(b) **Time Requirements.** Notices sent by first class mail shall be deposited into a United States mail box at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, facsimile, or electronic mail shall be delivered, telephoned, telecopied, or transmitted electronically at least 48 hours before the time set for the meeting.

(c) **Notice Contents.** The notice shall state the time, purpose, and place for the meeting.

6.9 **Quorum.** One-third (1/3) of the authorized number of directors, as fixed by the Board from time to time, shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 6.11. Every act taken or decision made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, subject to the provisions of the California Corporations Code, including those provisions relating to (i) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (ii) creation of, and appointment to, committees of the Board, and (iii) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

6.10 **Waiver of Notice.** The transactions of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (i) a quorum is present, and (ii) either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting before or at its commencement about the lack of adequate notice. Directors can protest the lack of notice only by presenting a written

protest to the Secretary of this Corporation either in person, by first-class mail addressed to the Secretary at the principal office of this Corporation as contained on this Corporation's records as of the date of the protest, or by facsimile addressed to the facsimile number of this Corporation as contained on this Corporation's records as of the date of the protest.

6.11 **Adjournment.** A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

6.12 **Notice of Adjournment.** Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case notice of the 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.

6.13 **Conduct of Meetings.** Meetings of the Board shall be presided over by the Chairperson of the Board, or, if no such person has been so designated or, in his or her absence, the President of this Corporation or, in his or her absence, by a vice president of this Corporation or, in the absence of each of these persons, by a chairperson chosen by a majority of the directors present at the meeting. The Secretary of this Corporation shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting. Meetings shall be governed by Robert's Rules of Order or by the Consensus Method, as may be determined by the Board from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, the Articles, or the California Corporations Code.

6.14 **Fees and Compensation of Directors.** Directors shall not receive compensation for their services. Directors may receive such reimbursement of expenses as may be determined by resolution of the Board to be just and reasonable. Subject to compliance with the California Corporations Code, the Articles and these Bylaws, Directors may be compensated for rendering services to this Corporation in a capacity other than director, provided that such compensation is determined by resolution of the disinterested Board to be just and reasonable.

6.15 **Non-Liability of Directors.** The directors shall not be personally liable for the debts, liabilities, or other obligations of this Corporation.

ARTICLE 7 **COMMITTEES**

7.1 **Committees of Directors.** The Board 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, to serve at the discretion of the Board. Any committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

7.1.1 Fill vacancies on the Board or in any committee which has the authority of the Board;

7.1.2 Fix compensation of the directors for serving on the Board or on any committee;

7.1.3 Amend or repeal Bylaws or adopt new Bylaws;

7.1.4 Amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;

7.1.5 Appoint any other committees of the Board or the members of these committees;

7.1.6 Approve any transaction (i) between this Corporation and one or more of its directors or (ii) between this Corporation or any person in which one or more of its directors have a material financial interest; or

7.1.7 Expend corporate funds to support a nominee for director after more persons have been nominated than can be elected.

7.2 **Meetings and Action of Committees.** Meetings and action of committees shall be governed by, and held and taken in accordance with, the provisions of Article 6 of these Bylaws, concerning meetings of directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board and its members, except that the time for regular meetings of committees may be determined by resolution of the Board. Special meetings of committees may also be called by resolution of the Board. Notice of special meetings of committees shall also be given to any and all directors not serving on the committee, who shall have the right to attend all meetings of the committees. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The committees shall report to the Board from time to time as the Board may require. The Board may adopt rules for the governance of any committee not inconsistent with the provisions of these Bylaws, or, in the absence of rules adopted by the board the committees may adopt such rules.

7.3 **Quorum Rules for Committees.** A majority of the authorized committee members shall constitute a quorum for the transaction of committee business, except to adjourn. A majority of the committee members present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Every act taken or decision made by a majority of the committee members present at a meeting duly held at which a quorum is present shall be regarded as an act of the committee, subject to the provisions of the California Corporations Code, including those provisions relating to (i) creation of, or appointment to, committees of the Board, and (ii) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of committee members, if any action taken is approved by at least a majority of the required quorum for that meeting.

7.4 **Revocation of Delegated Authority.** The Board may, at any time, revoke or modify any or all of the authority so delegated to a committee, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the Board.

7.5 **Executive Committee.** Pursuant to Section 7.1, the Board may appoint two or more directors to serve as the Executive Committee of the Board. 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 this 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 7.1.

7.6 **Advisory Committees.** The Board may appoint one or more advisory committees. Advisory committees may consist of directors only, directors and nondirectors, or nondirectors only, and also may include nonvoting persons and alternate persons. Advisory committees shall have no legal authority to act for this Corporation, but shall report their findings and recommendations to the Board.

ARTICLE 8 **OFFICERS**

8.1 **Officers.** This Corporation shall have: a President, a Secretary, and a Chief Financial Officer or Treasurer. This Corporation may have, at the discretion of the Board, the following additional officers: one or more vice presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed in accordance with the provisions of Section 8.3. The Board shall have a Chairperson. Any number of 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. The term of office for each of the President and the Chairperson will be two (2) years, but not to exceed two (2) consecutive terms (or an aggregate of four (4) consecutive years).

8.2 **Election of Officers.** Any person may serve as an officer of this Corporation. The officers of this Corporation, except those appointed in accordance with the provisions of Section 8.3, shall be chosen by the Board, and each shall serve at the discretion of the Board, subject to the rights, if any, of an officer under any contract of employment.

8.3 **Subordinate Officers.** The Board may appoint, and may authorize the Chairperson of the Board or the President or another officer to appoint, any other officers that the business of this Corporation may require, including an Executive Director, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in the Bylaws or determined from time to time by the Board.

8.4 **Removal of Officers.** Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board, at any regular or special meeting of the Board, or at the annual meeting of this Corporation, or, except in the case of an officer chosen by the Board, by an officer on whom such power of removal may be conferred by the Board.

8.5 **Resignation of Officers.** Any officer may resign at any time by giving written notice to this Corporation. Any resignation shall take effect at the date of the receipt of

that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any of this Corporation under any contract to which the officer is a party.

8.6 **Vacancies in Offices.** 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 that office. In the event of a vacancy in any office other than the President, such vacancy shall be filled temporarily by appointment by the President until the next regular meeting of the Board. Thereafter, the position can be filled only by action of the Board.

8.7 **Responsibilities of Officers.**

8.7.1 **Chairperson of the Board.** If such an officer be elected, the Chairperson shall preside at meetings of the Board and exercise and perform such other powers and duties as may from time to time be assigned to him or her by the Board or prescribed by these Bylaws. If there is no President, the Chairperson shall, in addition, be the chief executive officer of this Corporation and shall have the powers and duties prescribed in Section 8.7.2.

8.7.2 **President.** Subject to such supervisory powers as may be given by the Board to the Chairperson, if any, the President shall, subject to the control of the Board, supervise, direct, and control the business affairs of this Corporation and the activities of the officers of this Corporation. The President may delegate his or her responsibilities and powers subject to the control of the Board. In addition to all duties incident to his or her office, he or she shall preside, in the absence of the Chairperson, or if there be none, at all meetings of the Board. The President shall have such other powers and duties as may be prescribed by the Board or the Bylaws.

8.7.3 **Vice Presidents.** In the absence or disability of the President, or in the event of his or her inability or refusal to act, the vice presidents, if any, in order of their rank as fixed by the Board or, if not ranked, a vice president designated by the Board, shall perform all 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. The President may delegate any or all of his or her powers to one or more vice presidents.

8.7.4 **Secretary.** The Secretary shall attend to the following:

(a) **Bylaws.** The Secretary shall certify and keep at the principal office of this Corporation the original, or a copy of these Bylaws as amended or otherwise altered to date.

(b) **Book of Minutes.** The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of directors and committees of directors, recording the time and place of holding such meeting, whether regular or special, and, if special, how

authorized; the notice given; the names of those present at such meetings; the number of directors present or represented at directors' meetings; and the proceedings of such meetings. The book of minutes shall also contain any protests concerning lack of adequate notice or dissents from members of the Board, if the protesting or dissenting members request in writing.

(c) **Notices, Seal and Other Duties.** The Secretary shall give, or cause to be given, notice of all meetings of the Board in accordance with these Bylaws. The Secretary shall keep the seal of this Corporation in safe custody, and shall have such other powers and perform such other duties incident to the office of Secretary as may be prescribed by the Board or these Bylaws.

(d) **Corporate Records.** Upon request, the Secretary shall exhibit at all reasonable times to any director of this Corporation, or to his or her agent or attorney, the Bylaws and book of minutes.

8.7.5 **Chief Financial Officer.** The Chief Financial Officer shall attend to the following:

(a) **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 accounts of the properties and transactions of this Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any director at all reasonable times.

(b) **Financial Reports.** The Chief Financial Officer shall prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

(c) **Deposit and Disbursement of Money and Valuables.** The Chief Financial Officer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of this Corporation with such depositories as may be designated by the Board; shall disburse, or cause to be disbursed, the funds of this Corporation as may be ordered by the Board; shall render, or cause to be rendered to the President and directors, whenever they request it, an account of all of his or her transactions as Chief Financial Officer and of the financial condition of this Corporation; and shall have other powers and perform such other duties incident to the office of Chief Financial Officer as may be prescribed by the Board or the Bylaws.

(d) **Bond.** If required by the Board, the Chief Financial Officer shall give this Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of his office and for restoration to this Corporation of all its books, papers, vouchers, money, and other property of every kind in his possession or under his control on his death, resignation, retirement, or removal from office.

8.7.6 **Executive Director.**

(a) The Executive Director of this Corporation shall be the representative of the Board in the day-to-day management of this Corporation. The Executive Director shall be given the necessary authority and responsibility to operate this Corporation in all of its activities subject only to such policies as may be issued by the Board or by any of its committees to which it has delegated power for such action.

(b) The Executive Director shall be a person who has expressed an interest in this Corporation, who has the ability to participate effectively in fulfilling the responsibilities of Executive Director, and whose background, training, reputation, competency, personality, community involvement and experience will enable him or her to fulfill such responsibilities.

(c) The responsibilities of the Executive Director shall include: (i) recommending Corporation goals and otherwise assisting the Board in fulfilling its responsibility to provide for institutional planning; (ii) preparing budgets on an annual basis for Board approval and, upon Board approval, approving or delegating approval authority for all budgeted expenses, requesting Board approval for non-budgeted expenses in excess of prior dollar authorizations, and reporting to the Board on the implementation of the budgets; (iii) and performing such other duties as are prescribed by the Board.

8.8 **Compensation of Officers.** The salaries of officers, if any, shall be fixed from time to time by resolution of the Board, and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a director of this Corporation; provided, however, that such compensation paid a director for serving as an officer of this Corporation shall only be allowed if permitted under these Bylaws. In all cases, any salaries received by officers of this Corporation shall be reasonable and given in return for services actually rendered for this Corporation which relate to the performance of the public benefit purposes of this Corporation.

ARTICLE 9

TRANSACTIONS BETWEEN CORPORATION AND DIRECTORS OR OFFICERS

9.1 **Restriction on Board.** Not more than forty-nine percent (49%) of the persons serving as directors on the Board may be “interested persons” as defined in Section 5227 of the California Corporations Code or any successor provision. “Interested Persons” means: (i) any person compensated by this Corporation for services rendered it within the previous twelve (12) months, whether as a full- or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or (ii) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person. Any violation of the provisions of this paragraph shall not, however, affect the validity or enforceability of any transaction entered into by this Corporation.

9.2 **Contracts with Directors and Officers.**

9.2.1 This Corporation shall not be a party to any contract or transaction:

- (a) In which one or more of its directors or officers has a material financial interest, or;
- (b) With any corporation, firm, association, or other entity in which one or more directors or officers has a material financial interest, or;
- (c) With any corporation, firm, association, or other entity (other than a California nonprofit public benefit corporation) in which one or more of its directors is a member; unless:
- (i) The material facts concerning the contract or transaction and such director's or officer's financial interest of common directorship are fully disclosed in good faith and are noted in the minutes;
 - (ii) Prior to authorizing or approving the contract or transaction, the board considers and in good faith determines after reasonable investigation that this Corporation could not obtain a more advantageous arrangement with reasonable investigation under the circumstances or that the contract or transaction implements a charitable program of this Corporation;
 - (iii) This Corporation enters into the contract or transaction for its own benefit;
 - (iv) The contract or transaction is fair and reasonable to this Corporation or implements a charitable program of this Corporation at the time the contract or transaction is entered into, and;
 - (v) Such contract or transaction is authorized or approved in good faith by a majority of disinterested directors at the meeting with any interested directors abstaining from voting, provided that majority has decision-making authority under the quorum provisions of Section 6.9.

9.2.2 A director or officer of this Corporation shall not be deemed to have a "material financial interest" in a contract or transaction that implements a charitable program of this Corporation solely because such a contract or transaction results in a benefit to a director or officer or their families by virtue of their membership in the class of persons intended to be benefited by the charitable program of this Corporation.

9.3 **Loans to Directors and Officers.** This Corporation shall not make any loan of money or property to or guarantee the obligation of any director or officer, unless approved by the Attorney General of the State of California; provided, however, this Corporation may advance money to a director or officer of this Corporation for expenses reasonably anticipated to be incurred in the performance of duties of such director or officer, provided that in the absence of such advance, such director or officer would be entitled to be reimbursed for such expenses by this Corporation.

9.4 **Interlocking Directorates.** No contract or other transaction between this Corporation and any California nonprofit public benefit corporation of which one or more directors are directors is either void or voidable because such director(s) are present at a meeting of the Board that authorizes, approves, or ratifies the contract or transaction, if the material facts as to the transaction and as to such director's other directorship are fully disclosed to the board, and the board authorizes, approves, or ratifies the contract or transaction in good faith by a vote of disinterested directors at the meeting (subject to the quorum provisions of Section 6.9), or if the contract or transaction is just and reasonable as to this Corporation at the time it is authorized, approved, or ratified.

9.5 **Conflicts of Interest.** This Article 9 shall constitute this Corporation's current conflict of interest policy. This Corporation, through the Board, will promulgate, from time to time, other written conflict of interest policy, as may be required by the current law then in effect, to be adhered to by its directors and officers. The Board shall require not less frequently than once a year a statement from each director and officer of this Corporation setting forth all business and other affiliations which relate in any way to the business of this Corporation. Each director will be responsible for disclosing to this Corporation any matter which would make such director or officer an "interested director" within the meaning of Section 5233 of the California Corporations Code. In addition, each director and officer will be responsible for disclosing to this Corporation any relationship or other factor which would cause such director or officer to be considered an "interested person" within the meaning of Section 5227 of the California Corporations Code.

ARTICLE 10

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

10.1 **Right of Indemnity.** To the fullest extent permitted by law, this 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 this Corporation, by reason of the fact that the person is or was a person described in that section. "Expenses", as used in this Article 10, shall have the same meaning as in section 5238(a) of the California Corporations Code.

10.2 **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) of the California Corporations Code has been met and, if so, the Board shall authorize indemnification.

10.3 **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 Sections 10.1 and 10.2 in defending any proceeding covered by those sections shall be advanced by this Corporation before final disposition of the proceeding, on receipt by this 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 this Corporation for those expenses, and on receipt by this Corporation of such security as the Board may deem appropriate.

10.4 **Insurance.** The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of this Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such, whether or not this Corporation would have the power to indemnify the agent against that liability under the provisions of this Article 10.

ARTICLE 11

CORPORATE RECORDS, REPORTS AND SEAL

11.1 **Minute Book - Maintenance and Inspection.** This Corporation shall keep a minute book in written form at its principal office which shall contain a record of all actions by the Board or any committee including the time, date and place of each meeting; whether a meeting is regular or special and, if special, how called; the manner of giving notice of each meeting and a copy thereof; the names of those present at each meeting of the Board or the executive committee thereof; the minutes of all meetings; any written waivers of notice, consents to the holding of a meeting or approvals of the minutes thereof; all written consents for action without a meeting; all protests concerning lack of notice; and formal dissents from Board actions.

11.2 **Books and Records of Account - Maintenance and Inspection.** This Corporation shall keep adequate and correct books and records of account to be kept at its principal office. “Correct books and records” includes: accounts of properties and transactions, and accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

11.3 **Articles of Incorporation and Bylaws - Maintenance and Inspection.** This Corporation shall keep at its principal office, the original or a copy of its Articles and Bylaws as amended to date.

11.4 **Annual Report; Statement of Certain Transactions.** The Board shall cause an annual report to be sent to each director within one hundred and twenty (120) days after the close of this Corporation’s fiscal year containing the following information:

11.4.1 The assets and liabilities of this Corporation as of the end of the fiscal year;

11.4.2 The principal changes in assets and liabilities, including trust funds, during the fiscal year;

11.4.3 The revenue or receipts of this Corporation, both unrestricted and restricted to particular purposes, for the fiscal year;

11.4.4 The expenses or disbursements of this Corporation for both general and restricted purposes during the fiscal year;

11.4.5 Any information required by Section 6322 of the California Corporations Code.

11.5 **Directors' Rights of Inspection.** Every director shall have the absolute right at any reasonable time to inspect this Corporation's books, records, documents of every kind, physical properties, and the records of each of its subsidiaries. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

11.6 **Corporate Seal.** The Board may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

ARTICLE 12

EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

12.1 **Execution of Instruments.** The Board, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of this Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of this Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind this Corporation by any contract or engagement or to pledge its credit or to render it liable momentarily for any purpose or in any amount.

12.2 **Checks and Notes.** Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of this Corporation shall be signed by such duly authorized officers of this Corporation as determined by the Board.

12.3 **Deposits.** All funds of this Corporation shall be deposited from time to time to the credit of this Corporation in such banks, trust companies, or other depositories as the Board may select.

12.4 **Gifts.** The Board may accept on behalf of this Corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this Corporation.

ARTICLE 13

CONSTRUCTION AND DEFINITIONS

13.1 Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Corporations Code shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both this Corporation and a natural person. The words "including" and "includes" will mean "including without limitation" and "includes without limitation."

ARTICLE 14
AMENDMENTS

14.1 **Amendment by Directors.** The Board may adopt, amend, modify and/or repeal these Bylaws or any portion thereof.

ARTICLE 15
AUTHORITY

15.1 This Corporation shall conduct its operations in conformity with the regulations established by the Board of Governors of the California Community Colleges, the written agreement between this corporation and the Coast Community College District (“District”) (pursuant to Section 52951 (b) of Title 5 of the California Code of Regulations), and the implementing regulations established by the District as required by Section 72672(c) of the Education Code.”

SECRETARY CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Amended and Restated Bylaws of this Corporation named in the title thereto and that such Bylaws were duly adopted by the Board of this Corporation as of January 19, 2011

Dated: 1/19, 2011


Secretary