

**BYLAWS
FRIENDS OF CHABOT COLLEGE
A California Nonprofit Public Benefit Corporation**

ARTICLE 1: OFFICES

The principal office for the transaction of the business of Friends of Chabot College shall be located at Chabot College, 25555 Hesperian Blvd. Hayward, California 94545. The Directors may change the principal office from one location to another, and this section shall be amended accordingly.

ARTICLE 2: OBJECTIVE, PURPOSES, AND CONFORMANCE WITH LAWS, REGULATIONS, POLICIES AND PROCEDURES

Friends of Chabot College has been formed under the California Nonprofit Public Benefit Corporation Law for the purposes stated in the Articles of Incorporation. The Articles of Incorporation of Friends of Chabot College provide that Friends of Chabot College is organized under California Nonprofit Public Benefit Corporation Law (Cal. Corp. Code, §§ 5110-6815) and operates exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The specific purpose of Friends of Chabot College is to advance the interests and promote the welfare of Chabot College ("College") in the Chabot-Las Positas Community College District ("District").

Friends of Chabot College is established as an Auxiliary Organization of the District pursuant to Education Code section 72670(e) in accordance with all of the provisions of Education Code section 72670 et seq. and 5 CCR 59250 et seq. Friends of Chabot College shall meet all requirements set forth in 5 CCR 59251(b) and 59255(e) for a written agreement between Friends of Chabot College and the District, including, but not limited to, the following requirements:

- (a) Friends of Chabot College shall maintain its organization and operate in accordance with sections 170(b)(1)(A), 501(c)(3), and 509(a)(1) of the Internal Revenue Code of 1986, and Government Code section 12580, and shall maintain compliance with all requirements thereof at all times.
- (b) Friends of Chabot College shall maintain its Articles of Incorporation, Bylaws, organization and operations in accordance with Education Code sections 72670 et seq. and 5 CCR 59250 et seq.
- (c) Friends of Chabot College shall operate in compliance with District Board Policy 3600 and District Administrative Procedure 3600.
- (d) Rules and procedures for the administration of auxiliary organizations may be revised as necessary by the District's Chancellor ("Chancellor") or designee by amendment to District Administrative Procedure 3600. The Chancellor shall

notify the Friends of Chabot College Board promptly in writing of such revisions and inform the Friends of Chabot College Board of the date by which any changes in the organization's procedures must be accomplished.

- (e) The Friends of Chabot College Board shall select an attorney admitted to practice in this state and a licensed certified public accountant to provide advice and counsel to the Friends of Chabot College Board. The Friends of Chabot College Board shall obtain the services and counsel of an attorney admitted to practice in the State of California whenever the need arises.

ARTICLE 3: DEDICATION OF ASSETS

The assets and properties of this nonprofit corporation are irrevocably dedicated to educational and/or charitable purposes as stated in the Articles of Incorporation. Upon dissolution, liquidation or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed as provided in the Articles of Incorporation. The Friends of Chabot College Board shall dissolve, liquidate and wind up the corporation upon cessation of operations or loss of the corporation's status as an approved Auxiliary Organization of the District. If Friends of Chabot College holds any assets in trust, the District shall assume the role of successor trustee if permitted by the documents establishing the trust and, if not, such assets shall be disposed of in such manner as may be directed by decree of the Superior Court of Alameda County, upon petition by the California Attorney General or by any person concerned in the liquidation.

ARTICLE 4: DIRECTORS

Section 4.1: Powers

- (a) General Corporate Powers. The business and affairs of Friends of Chabot College shall be managed, and all corporate powers shall be exercised, by or under the direction of the Friends of Chabot College Board of Directors ("Friends of Chabot College Board"), except as limited herein or under the Master Agreement with the District.
- (b) Specific Powers. Without prejudice to their general powers, the Friends of Chabot College Board shall have the power to:
 - (1) Select and remove the Elected Officers of the corporation as defined in Section 4.2(a) subject to the approval of the President; prescribe any power and duties for them that are consistent with the law, with the Articles of Incorporation, and with these Bylaws.
 - (2) Change the principal business office from one location to another within the boundaries of the District.
 - (3) Adopt, make, and use a corporation seal and alter the form of the seal;

however, the Friends of Chabot College Board is not required to adopt, make or use a corporation seal.

- (4) Borrow money and incur indebtedness on behalf of the corporation, subject to prior written approval by the Chabot College President ("President") and the Chancellor, and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt.

Section 4.2: Number of Directors

The Friends of Chabot College Board shall consist of eleven members ("Directors"). The categories of Directors shall consist of:

- (a) Elected Directors: Between four and ten Directors shall be members of the community who will be elected in the manner prescribed in Section 4.3. Each Elected Director shall be entitled to vote on all matters coming before the Friends of Chabot College Board.
- (b) Institutional Directors: The Friends of Chabot College Board shall include three Institutional Directors holding the following District positions who shall be entitled to vote on all matters coming before the Friends of Chabot College Board.
 - (1) The President;
 - (2) One member of the District's Board of Trustees, as appointed by the President of the Board of Trustees each June; and
 - (3) One District employee appointed by the President who will serve as the CFO of Friends of Chabot College. The Executive Director as defined in Sections 6.5 and 6.6 shall not serve as the CFO of Friends of Chabot College.

Section 4.3: Appointment, Elections and Term of Office of Directors

- (a) The President shall appoint the initial set of Directors.
- (b) At any time thereafter when there are fewer than three Elected Directors, vacancies will be filled by appointment made by the President in consultation with the Chancellor and the President of the District's Board of Trustees.
- (c) The term of office for members of the Friends of Chabot College Board shall be two years, with the terms staggered so that no more than one-half of Elected Director terms expire in any one year. The President shall designate the initial length of terms as one or two years when making appointments so as to achieve this purpose.

- (d) Elected Directors as defined in Section 4.2(a) shall be elected by a majority vote of the Directors at each annual meeting, including the votes of any Director whose term of office expires with that meeting, subject to the approval of the President.
- (e) The Chair of the Friends of Chabot College Board shall be selected by a majority vote of the Directors following the appointment or election of Directors at each annual meeting. The Directors shall also select a Vice Chair in the same manner at the annual meeting.

Section 4.4: Qualifications of Friends of Chabot College Elected Board Members

Any person 18 years of age or older may be appointed or elected to serve as an Elected Director. Directors need not be residents of the State of California.

Section 4.5: Vacancies

- (a) Events Causing Vacancy. A vacancy of an Elected Director position on the Friends of Chabot College Board shall be deemed to exist at the occurrence of any of the following:
 - (1) The death, resignation, or removal of any Director.
 - (2) The declaration by resolution of the Friends of Chabot College Board of a vacancy in the office of an Elected Director who has been declared of unsound mind by court order or convicted of a felony, or who has been found by final order or judgment of any court to have breached a duty under California Corporations Code § 5231.
 - (3) The failure of the Directors, at any meeting of the Friends of Chabot College Board at which any Director(s) is to be elected, to elect the Director to be elected at that meeting pursuant to the provisions of Section 4.3.
- (b) Resignation. Any Director may resign, which resignation shall be effective upon receipt of written notice by the Chair of Friends of Chabot College Board, the President, the Friends of Chabot College Board Secretary, or the Executive Director unless the notice specifies a later effective date for the resignation.
- (c) Removal.
 - (1) Any Elected Director may be removed, with or without cause, by the vote of the majority of the members of the entire Friends of Chabot College Board, subject to the approval of the President, at a special meeting called for that purpose, or at a regular meeting, provided notice of that meeting and of the removal questions are given as provided in Section 4.9.

- (2) Any Elected Director who does not attend three successive Friends of Chabot College Board meetings will automatically be removed from the Board without Board resolution, and will be advised of any such removal in writing by the Chair of Friends of Chabot College Board, unless:
 - (i) The Elected Director requests in writing a leave of absence for a limited period of time, and the leave is approved by a majority vote of the Directors. If such leave is granted, the number of Directors will be reduced by one in determining whether a quorum is present or not.
 - (ii) The Director suffers from an illness, injury or disability which prevents him or her from attending meetings and the Friends of Chabot College Board by resolution waives the automatic removal procedure.
 - (iii) The Friends of Chabot College Board by resolution of the majority of Directors, subject to approval by the President, agrees to reinstate the Director who has missed three meetings.
- (d) Filling of Vacancies. Any vacancy caused by the death, resignation, or removal of an Elected Director shall be filled by appointment by the Chair of Friends of Chabot College Board in consultation with, and subject to the approval of, the President.

Section 4.6: Meetings; Compliance with Brown Act

All meetings of the Friends of Chabot College Board and Committees of Directors as defined in Sections 5.1, 5.2, 5.3 and 5.5 shall be held in compliance with the requirements with the open meeting laws set forth in the Ralph M. Brown Act ("Brown Act") contained in California Government Code section 54950, *etseq.*

Section 4.7: Place of Meeting; Meeting by Teleconference

Regular meetings of the Friends of Chabot College Board shall generally be held at the principal office of the corporation; however, the Friends of Chabot College Board by majority vote may schedule a meeting for another location subject to the approval of the President and the requirements of the Brown Act. Directors may participate in a meeting through use of conference telephone, or similar communications equipment ("Teleconference"), so long as all requirements of the Brown Act are met. Participation in a meeting by Teleconference shall constitute presence in person at such meeting.

Section 4.8: Annual Meeting and Regular Meetings

The Friends of Chabot College Board shall hold an annual meeting at a time and place designated by the Friends of Chabot College Board for purposes of electing officers, designating

committees, and transacting regular business. The Friends of Chabot College Board shall hold regular meetings on a quarterly basis with the annual meeting serving as one of the quarterly meetings. Notice of these meetings shall be in accordance with Section 4.9.

Section 4.9: Notice of Regular Meeting

Notice of regular meeting of the Friends of Chabot College Board shall be posted at least 72 hours before the meeting in a location that is freely accessible to the public. Weekend hours may be included, but the agenda must be accessible during the entire 72 hour period. In lieu of posting a paper copy, the agenda may also be posted on a touch-screen kiosk if accessible to the public without charge. Upon written request, the Friends of Chabot College Board must mail the agenda or agenda packet when the agenda is posted or distributed to the Friends of Chabot College Board, whichever comes first. A request for notice by mail is valid for one year from the date it is filed unless a renewal request is filed. Agendas for regular meetings must contain the time and location of the meeting and a brief general description of each item to be discussed, including items to be discussed in closed session. Every agenda shall provide an opportunity for public comment before or during the Friends of Chabot College Board's consideration of the item. Closed session items must be placed on the agenda, and the agenda must include an opportunity for public comment before closed session.

Section 4.10: Special Meetings

Special meetings of the Friends of Chabot College Board for any purpose may be called at any time by the Chair of the Board, the President, or any two Directors. Notice of special meetings shall be in accordance with Section 4.11.

Section 4.11: Notice of Special Meetings

Notice of special meetings of the Friends of Chabot College Board shall be posted at least 24 hours before the meeting in a location freely accessible to the public. The notice must be delivered at least 24 hours before the meeting to all members of the Friends of Chabot College Board (unless waived in writing before the meeting or if the member actually appears at the meeting) and to any newspaper, radio or television station that has requested notice in writing. The notice must specify the matters to be transacted or discussed at the meeting. No other business may be considered by the Friends of Chabot College Board.

Section 4.12: Quorum

A majority of the Directors shall constitute a quorum for the transaction of business, except as provided in Section 4.13. Every act or decision done or made by a majority of the Directors present at a meeting held at which a quorum is present shall be regarded as the act of the Friends of Chabot College Board, subject to the provisions of the California Nonprofit Corporation Law. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of any Director, if any action is approved by at least a majority of the quorum required for the meeting.

Section 4.13: Adjournment

A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Written notice of the adjournment must be given in the same manner of notice as for special meetings as set forth in Section 4.11.

Section 4.14: Compensation of Directors

The Friends of Chabot College Board may authorize the advance or reimbursement of actual reasonable expenses incurred by a Director or member of a committee in carrying out his or her duties. Directors shall not otherwise be compensated.

Section 4.15: Conduct of Directors

- (a) No member of the Friends of Chabot College Board shall be financially interested in any contract or other transaction entered into by Friends of Chabot College. Any contract or transaction entered into in violation of this section is void.
- (b) No contract or other transaction entered into by the Friends of Chabot College Board is void under the provisions of Education Code Section 72677; nor shall any member of the Board be disqualified or deemed guilty of misconduct in office under such provisions, if pursuant to Education Code Section 72678 both of the following conditions are met:
 - (1) The fact of such financial interest is disclosed or known to the Friends of Chabot College Board and noted in the minutes, and the Board thereafter authorizes, approves, or ratifies the contract or transaction in good faith by a vote sufficient for the purpose without counting the vote or votes of such financially interested Directors.
 - (2) The contract or transaction is just and reasonable as to the auxiliary organization at the time it is authorized or approved.
- (c) The provisions of Education Code Section 72678 above shall not be applicable if any of the following conditions are met:
 - (1) The contract or transaction is between Friends of Chabot College and a member of the Friends of Chabot College Board.
 - (2) The contract or transaction is between Friends of Chabot College and a partnership or unincorporated association of which any Friends of Chabot College Director is a partner or in which he/she is the owner or holder, directly or indirectly, of a proprietorship interest.
 - (3) The contract or transaction is between Friends of Chabot College

and a corporation in which any member of the Friends of Chabot College Board is the owner or holder, directly or indirectly, of five percent or more of the outstanding common stock.

- (4) A member of the Friends of Chabot College Board is interested in a contract or transaction within the meaning of Education Code Section 72677 and without first disclosing such interest to the Directors at a public meeting of the Friends of Chabot College Board, influences or attempts to influence another Director or Directors to enter into the contract or transaction.
- (d) It is unlawful for any person to utilize any information not a matter of public record, which is received by the person by reason of his/her membership on the Friends of Chabot College Board, for personal pecuniary gain, regardless of whether he/she is or is not a Director at the time such gain is realized.
- (e) Not more than 49 percent of the persons serving on the Friends of Chabot College Board at any time 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; (b) any shareholder, employee or officer of any corporation, or partner or employee of any partnership, which has rendered compensated services to the corporation within the previous 12 months; and (c) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, mother-in-law, or father-in-law of any person described in (a) or (b) of this section. Any violation of the provisions of this paragraph shall not, however, affect the validity or enforceability of any transaction entered into by the corporation.

ARTICLE 5: COMMITTEES

Section 5.1: Committees of Directors

The Friends of Chabot College Board may, by resolution adopted by a majority of the Directors then in office, designate one or more committees consisting of two or more Directors, and only of Directors, to serve at the pleasure of the Friends of Chabot College Board ("Committee(s) of Directors"). Any member of any Committee of Directors may be removed, with or without cause, at any time by the Friends of Chabot College Board. Any Committee of Directors, to the extent provided in the resolution of the Friends of Chabot College Board, shall have all or a portion of the authority of the Friends of Chabot College Board as set forth in the Board's authorizing resolution, except that no committee, regardless of the Board resolution, may:

- (a) Fill vacancies on the Friends of Chabot College Board or on any committee;
- (b) Amend or repeal the Articles of Incorporation or Bylaws or adopt new

Bylaws;

- (c) Amend or repeal any resolution of the Friends of Chabot College Board;
- (d) Designate any other committee of the Friends of Chabot College Board or appoint the members of any committee;
- (e) Approve any transaction (i) to which the corporation is a party and as to which one or more Directors has a material financial interest, or (ii) between the corporation and one or more of its Directors or between the corporation and a corporation or firm in which one or more of its Directors has a material financial interest;
- (f) Act in violation of Brown Act public meeting law.

Section 5.2: Executive Committee

The Friends of Chabot College Board may appoint one (1) Elected Director, one (1) Ex- Officio Director, and the Chair of the Friends of Chabot College Board to serve as the Executive Committee of the Friends of Chabot College Board. The Chair of the Friends of Chabot College Board shall serve as chair of the Executive Committee. The Executive Committee, unless limited by a resolution of the Friends of Chabot College Board, shall have and may exercise all the authority of the Friends of Chabot College 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 Friends of Chabot College Board in reference to those matters enumerated in Section 5.1., and shall comply with the requirements of the Brown Act.

Section 5.3: Compensation Committee and Compensation Review

- (a) If at any time this corporation directly compensates its Chief Executive Officer or Treasurer, the corporation shall have a Compensation Committee consisting of at least three Directors and exclusively of Directors. Directors who are also employees of the corporation may not serve on the Compensation Committee. The Compensation Committee shall review the compensation of employees of the corporation who may serve as the Chief Executive Officer, Treasurer, or other Officers of the corporation as the Compensation Committee deems appropriate. This review shall occur when such officer is hired, and when the term of employment of such officer is renewed or extended, and when the compensation of such officer is modified, unless the modification applies to substantially all of the employees of this corporation. Based on its review, the Compensation Committee shall recommend just and reasonable compensation amounts to the Friends of Chabot College Board. The compensation of District employees who provide services to the corporation is not within the purview of the Compensation Committee.

- (b) The Friends of Chabot College Board may by resolution charge the Compensation Committee with providing recommendations to the Friends of Chabot College Board regarding services proposed to be provided by the District, District employees, or District agents in support of Friends of Chabot College, for which Friends of Chabot College will have an obligation to reimburse the District.

District employees shall perform services for Friends of Chabot College only if (1) there is advance written agreement between the District and Friends of Chabot College specifying the services to be performed; and (2) the agreement obligates Friends of Chabot College to provide full reimbursement to the District for the costs of services performed by the District employees under the direction of the Friends of Chabot College Board including, but not limited to, the salary and benefits of Friends of Chabot College support staff employed by the District. Friends of Chabot College shall reimburse the District for that portion of the employee's full-time assignment (and corresponding benefits) that is spent in providing said services. Methods of proration where services are performed by District employees for Friends of Chabot College shall be simple and equitable.

Notwithstanding the foregoing requirement for full reimbursement, up to 50% of the reimbursement by Friends of Chabot College may be made in the form of non-monetary benefits that Friends of Chabot College provides to the District, such as increased community awareness or other such benefits that are agreed upon by District officials and the Friends of Chabot College Board. Such non-monetary benefits shall be assigned a good-faith reimbursement value by the District. The District and the Friends of Chabot College Board shall mutually determine at least annually and in all cases in advance of the performance of such services the cost and/or the method for determining the amount to be reimbursed by Friends of Chabot College for such services.

Section 5.4: Advisory Committees

- (a) The Friends of Chabot College Board may establish one or more Advisory Committees to the Board. The members of any Advisory Committee may consist of Directors or non-directors. Advisory Committees may not exercise the authority of the Friends of Chabot College Board to make decisions on behalf of the corporation, but shall be limited to making recommendations to the Board or the Board's authorized representatives and to implementing the Friends of Chabot College Board of Director's decisions and policies. Advisory Committees shall be subject to the supervision and control of the Friends of Chabot College Board.
- (b) The Friends of Chabot College Board shall establish as an Advisory Committee an Honorary Advisory Board consisting of individuals, selected by the Friends

of Chabot College Board, who volunteer to play a leadership role in the corporation's fundraising and public relations initiatives and other authorized programs and activities. These community members will have no voting power but will serve in an advisory capacity to the Executive Director and members of the Board of Directors. Honorary Advisory Board meetings will be subject to the open meeting laws set forth in the Ralph M. Brown Act ("Brown Act").

Section 5.5: Finance and Audit Committee

- (a) At all times when this corporation is required by applicable law to have an independent audit, or at any time the corporation voluntarily chooses to do so, the corporation shall have an audit committee consisting of at least two Directors and which may include nonvoting advisors ("Audit Committee"). Directors who are employees of the corporation or who receive directly or indirectly any consulting, advisory, or other compensatory fees from the corporation (other than for service as a Director) may not serve on the Audit Committee. The Executive Director, the CFO, and any other members of the corporation's "staff" shall not serve on the Audit Committee.
- (b) The fiscal year of Friends of Chabot College shall coincide with that of the District. Friends of Chabot College shall utilize and abide by the District's accounting system in accordance with generally accepted accounting principles. Friends of Chabot College shall adhere to the District's financial standards in order to assure the fiscal viability of Friends of Chabot College. Such standards shall include proper provision for professional management, adequate working capital, and adequate reserve funds for current operations, capital replacements, contingencies and adequate provisions for new business requirements.
- (c) An annual audit report on behalf of Friends of Chabot College will be prepared by the District, which reflects Friends of Chabot College's operations and financial status. Such audit shall be conducted as part of a fiscal audit of the District itself with assistance from Friends of Chabot College staff. The audit shall be performed by a certified public accountant in accordance with auditing standards generally accepted in the United States of America. The audit shall be a public record, except as otherwise provided by law.
- (d) The Audit Committee shall coordinate with the District on all activities of Friends of Chabot College and the District related to the annual audit.

Section 5.6: Meeting and Action of Committees

Friends of Chabot College Board may adopt rules for any committee not inconsistent with the provisions of these Bylaws.

ARTICLE 6: OFFICERS

Section 6.1: Elected Officers

The elected officers of the Friends of Chabot College Board shall include the Chair, Vice-Chair and Secretary as set forth in Sections 6.1 and 6.2 ("Elected Officers"). The Elected Officers of the corporation shall be chosen by the Directors, and each shall serve at the pleasure of the Friends of Chabot College Board. Elected Officers will generally be elected each year at the annual meeting with terms of office lasting for one year. A Director may be elected to serve up to a maximum of two consecutive terms in the same office.

Section 6.2: Duties of Elected Officers

Subject to any limitations imposed under Article 9, the officers named below shall have the following authority, powers and duties:

- (a) Chair of the Friends of Chabot College Board. The Chair of the Friends of Chabot College Board ("Chair") shall preside at all meetings of the Friends of Chabot College Board and the Annual Meeting of Friends of Chabot College. The Chair shall appoint the chair of all committees of the Friends of Chabot College Board (unless such position is filled by a person designated by these Bylaws) and shall be an Institutional member of all committees of the Friends of Chabot College Board.
- (b) Vice Chair of the Friends of Chabot College Board. The Vice-Chair of the Friends of Chabot College Board ("Vice-Chair") shall have the power and authority to and shall perform the duties of the Chair in the absence of the Chair, or upon request of the Chair, and shall perform such other duties as may be assigned by the Chair or prescribed by the Friends of Chabot College Board.
- (c) Secretary. The Vice-Chair shall serve as the Secretary of the Friends of Chabot College Board and in general shall perform the duties of the secretary of a corporation, together with such other duties as may be assigned by the Chair and the Friends of Chabot College Board.

Section 6.3: Removal of Elected Officers

Any Elected Officer may be removed, with or without cause, by a majority vote of the Directors, subject to the approval of the President, at any regular or special meeting of the Friends of Chabot College Board.

Section 6.4: Resignation of Elected Officers

Any Elected Officer may resign at any time by giving written notice to the Friends of Chabot College Board, the Chair, the Secretary, or the Executive Director of Friends of Chabot College. Any resignation shall take effect at the date of receipt of that notice or at any later time specified in that notice. Unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation shall be without prejudice to the rights, if any, of Friends of Chabot College under any contract to which the Officer is a party.

Section 6.5: Institutional Officers

The Institutional Officers of Friends of Chabot College shall be the Executive Director and the Chief Financial Officer. The Executive Director may not be appointed or elected to serve as a Director.

Section 6.6: Duties of Institutional Officers

- (a) Executive Director. The Executive Director shall be the chief executive officer of Friends of Chabot College, and shall administer the day-to-day affairs of Friends of Chabot College, subject to such policies as may be established by the Friends of Chabot College Board. The Executive Director shall cause the taking and preparation of minutes of all meetings of the Friends of Chabot College Board and the Annual Meeting, subject to review and finalization by the Secretary for submission to the Friends of Chabot College Board for approval. The Executive Director shall cause any required notice of any meetings of the Friends of Chabot College Board to be appropriately given. The Executive Director shall have charge of all the books and records of Friends of Chabot College, except the books of account. Additionally, the Executive Director shall perform such other duties as may be prescribed by the Chair or by the Friends of Chabot College Board, subject to any limitations related to the level of funding for the position allocated in Friends of Chabot College's budget to meet Friends of Chabot College's obligations to reimburse the District pursuant to section 5.3(b), and with the approval of the President. The Executive Director shall be an employee of the District appointed to the position by the President. The compensation of the Executive Director shall be fixed by the District. The duties and activities of this office shall be consistent with the goals of the District and the Strategic Plan of Friends of Chabot College. The Friends of Chabot College Board may make recommendations to the President related to the selection and/or termination of the Executive Director.
- (b) Chief Financial Officer. The Chief Financial Officer shall serve as Friends of Chabot College's Treasurer and have charge and custody of, and be responsible for, all funds and securities of Friends of Chabot College and shall keep full and accurate accounts of receipts, disbursements and other Friends of Chabot College financial matters, and perform such other duties as may be prescribed by the Chair or the Friends of Chabot College Board, with approval by the President. The Chief Financial Officer shall attend the meetings of the Friends of Chabot College Board with principal responsibility for oversight of the financial affairs and annual budgets of Friends of Chabot College. The Chief Financial Officer shall also cause to be prepared such budgets, financial forecasts and financial statements as may be required for the effective management of Friends of Chabot College. The Chief Financial Officer shall be an employee of the District and shall be appointed to the position by the President. The compensation of the Chief Financial Officer shall be fixed by

the District. The duties and activities of this office shall be consistent with the goals of the District and the Strategic Plan of Friends of Chabot College.

Section 6.7: Vacancies in Office

A vacancy in an Elected Office because of death, resignation, removal, disqualification, or any other cause shall be filled for the remainder of the term by appointment by the President in consultation with the Friends of Chabot College Board.

ARTICLE 7: RECORDS AND REPORTS

Section 7.1: Responsibilities of Officers

The corporation shall keep at its principal executive office the original or a copy of its Articles and Bylaws as amended to date.

Section 7.2: Responsibilities of Officers

The accounting books, records, and minutes of the proceedings of the Friends of Chabot College Board shall be kept at such place or places designated by the Friends of Chabot College Board or, in the absence of such designation, at the principal executive office of the corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept in either written or typed form or in any other form capable of being converted into written, typed, or printed form.

Section 7.3: Inspection by Directors

Every Director shall have the absolute right at any reasonable time during regular business hours and with reasonable notice to inspect all books, records, and documents of every kind and the physical properties of the corporation. This inspection by a Director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

Section 7.4: Responsibilities of Chief Financial Officer

Within 120 days after the end of the corporation's fiscal year, the Chief Financial Officer shall furnish or cause to be furnished a written report to all Directors containing the following information:

- (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, during the fiscal year;
- (c) The revenue or receipts of the corporation, including both unrestricted and

restricted funds for particular purposes, for the fiscal year;

- (d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year;
- (e) Any transaction during the previous fiscal year involving more than \$50,000 in which the corporation was a party and in which any Director or Officer of the corporation has a direct or indirect financial interest, or any of a number of such transactions in which the same person had a direct or indirect financial interest and which transactions in the aggregate involved more than \$50,000; and
- (f) The amount and circumstances of any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any Director or Officers of the corporation pursuant to Article 8 of these Bylaws, unless such indemnification has already been approved pursuant to Section 8.I.
- (g) For each transaction, the report must disclose the names of the interested persons involved in such transaction and state such person's relationship to the corporation, the nature of such person's interest in the transaction and, where practicable, the value of such interest.
- (h) The report shall be accompanied by a report of independent accountants prepared from the books and records of this corporation. Such report may be furnished to the Directors by electronic transmission in accordance with Section 12.2 of these Bylaws.

Section 7.5: Financial Audit

The corporation shall obtain a financial audit for any tax year in which it receives or accrues gross revenue of \$2 million or more, excluding grant or contract income from any governmental entity for which the governmental entity requires an accounting. Any audited financial statements obtained by the corporation, whether or not required by law, shall be made available for inspection by the Attorney General and by the general public within 9 months after the close of the fiscal year to which the statements relate. For 3 years, such statements (a) shall be available at the corporation's principal office during regular business hours and (b) shall be made available either by mailing a copy to any person who so requests in person or in writing, or by posting them on the corporation's website.

ARTICLE 8: INDEMNIFICATION AND INSURANCE

Section 8.1: Right to Indemnification

This corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any action or proceeding by reason of the fact that such person is or was an Officer, Director, or agent of this corporation, or is or was serving at the request of this corporation as a

director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, or other enterprise, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding, to the fullest extent permitted under the California Nonprofit Corporation Law.

In determining whether indemnification is available to the Director, Officer, or agent of this corporation under California law, the determination as to whether the applicable standard of conduct set forth in Corporations Code §5238 has been met shall be made by a majority vote of a quorum of Directors who are not parties to the proceeding. If the number of Directors who are not parties to the proceeding is less than two-thirds of the total number of Directors seated at the time the determination is to be made, the determination as to whether the applicable standard of conduct has been met shall be made by the court in which the proceeding is or was pending. Such determination by the Friends of Chabot College Board shall be made in consultation with legal counsel.

Section 8.2: Insurance

This corporation shall have the power and shall use its best efforts to purchase and maintain insurance on behalf of any Director, Officer, or agent of the corporation, against any liability asserted against or incurred by the Director, Officer, or agent in any such capacity or arising out of the Director's, Officer's, or agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under Section 8.1 of these Bylaws; provided, however, that the corporation shall have no power to purchase and maintain such insurance to indemnify any Director, Officer, or agent of the corporation for any self-dealing transaction, as described in Corporations Code §5233.

ARTICLE 9: CONTRACTS AND LOANS

Section 9.1: Contracts and Fiscal Matters

- (a) The Executive Director of Friends of Chabot College shall have authority to enter into any contract or execute and deliver any instrument in the name of and on behalf of Friends of Chabot College, subject to the financial policies, procedures and requirements of the District. The Friends of Chabot College Board may by policy establish limitations on such authority or require Friends of Chabot College Board or budget review committee approval of certain actions. Where an assignment or delegation of authority is permitted under these Bylaws, such assignment or delegation of authority shall be in writing. In all other cases, the Friends of Chabot College Board shall authorize specific officers or agents of Friends of Chabot College to take action, which authority may be general or confined to specific instances.
- (b) No Director, Officer or agent of Friends of Chabot College shall authorize or allow any corporate funds to be expended for any purposes other than as set forth in these Bylaws, the Articles of Incorporation of Friends of Chabot College, and the annual budget approved by the Board or for purposes reasonably incidental

thereto. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of Friends of Chabot College, shall be signed by such officer or officers, agent or agents of Friends of Chabot College in such manner as shall from time to time be determined by policy or resolution of the Friends of Chabot College Board. In the absence of such determination by the Friends of Chabot College Board, such instrument shall be signed by the Chief Financial Officer or other person designated by the President.

- (c) No Director or Officer of this corporation, nor any other corporation, firm, association, or other entity in which one or more of the corporation's Directors or Officers are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or other transaction with this corporation, unless (i) the material facts regarding such Director's or Officer's financial interest in such contract or transaction and/or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and are noted in the minutes, or are known to all members of the Friends of Chabot College Board prior to consideration by the Friends of Chabot College Board of such contract or transaction; (ii) such contract or transaction is authorized in good faith by a majority of the Directors by a vote sufficient for that purpose without counting the vote or votes of such interested Director(s); (iii) prior to authorizing or approving the transaction, the Friends of Chabot College Board considers and in good faith determines after reasonable investigation under the circumstances that the corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; (iv) this corporation enters into the transaction for its own benefit, and the transaction is fair and reasonable to this corporation at the time the transaction is entered into; and such transaction is approved by the Superintendent/President.
- (d) The provisions of this Section do not apply to a transaction which is part of an educational or charitable program of the corporation if it: (i) is approved or authorized by the corporation in good faith and without unjustified favoritism; and (ii) results in a benefit to one or more Directors or Officers or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this corporation.

Section 9.2: Loans to Directors and Officers

The 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, that the corporation may advance money to a Director or Officer of the corporation for expenses reasonably anticipated to be incurred in the performance of the 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 the corporation.

ARTICLE 10: AMENDMENTS

These Bylaws may be adopted, amended, or repealed by a majority vote of the Friends of Chabot College Board subject to the approval of the President and the District's Board of Trustees.

ARTICLE 11: MEMBERS

This corporation shall not have voting members within the meaning of the California Nonprofit Corporation law.

ARTICLE 12: CONSTRUCTION AND DEFINITIONS

Section 12.1: Construction and Definitions

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law 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, and the plural number includes the singular.

Section 12.2: Electronic Transmission

Subject to any guidelines and procedures that the Friends of Chabot College Board may adopt from time to time, the terms "written," and "in writing" as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means and may include electronic transmissions, such as facsimile or email, provided (i) for electronic transmissions from the corporation, the corporation has obtained an unrevoked written consent from the recipient to the use of such means of communication; (ii) for electronic transmissions to the corporation, the corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (iii) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting secretary of Friends of Chabot College, a California nonprofit public benefit corporation; that these bylaws, consisting of eighteen pages, are the bylaws of this corporation as adopted by its Board of Directors on September 12, 2018; and that these bylaws have not been amended or modified since that date.

Executed on _____, at _____ California.

Mark Salinas
President