



SECOND
AMENDED AND RESTATED BYLAWS
OF THE
UC SANTA CRUZ FOUNDATION

As adopted by the Board of Trustees at its Meeting on
February 20, 1966

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SECOND AND FIFTH BYLAWS

UC SANTA CRUZ FOUNDATION

ARTICLE II MEMBERS

Section 1. Name. The name of the Foundation, as set forth in the Articles of Incorporation of the UC Santa Cruz ("Articles"), is the UC Santa Cruz Foundation and restated July 10, 1989 ("Fou...")

Section 2. Principal Office. The principal office of the Foundation shall be located at such place as the University of California, Santa Cruz ("UC Santa Cruz") shall provide for its officially recognized Foundation Board of Trustees ("Chancellor"), may change the principal office at any time and from time to time.

Section 3. Other Offices. The Executive Officers may establish such other offices as may be necessary, appropriate or places where the Foundation is conducted to carry on its business of the Foundation in any place.

ARTICLE III MEMBERS

Section 1. Membership. The Foundation shall have no voting members. Any action that would require approval of a public benefit corporation organization under the California Nonprofit Corporation Law (together with the General Law) shall require only approval of the Board of Trustees.

Section 2. Association. Article II (Membership) shall be construed as limiting the right of persons associated with the Foundation to be members of the Foundation. The meaning of the Law. The Bylaws or other instrument of the rights of a member set forth in the Law upon any person who do not have the right to vote for the election of Trustees or on changes to the Articles, reorganization, voluntary dissolution, or disposition of substantial assets of the Foundation, but no such person shall be a member of the Foundation.

**ARTICLE II
STANDARD PROVISIONS**

Section 1. General corporation and is not organized for the exclusive purpose of charitable purposes under the Internal Revenue Code of 1954, as amended, or any corresponding California Revenue and Taxation Code law ("California Revenue and Taxation Code").

es. The corporation is a not-for-profit public benefit corporation organized under the provisions of Section 1301 (3) of the U.S. Internal Revenue Code and corresponding California Revenue and Taxation Code provisions.

incorporated under the provisions of Section 1301 (3) of the U.S. Internal Revenue Code and corresponding California Revenue and Taxation Code provisions.

Section 2. Specific purposes of the Foundation as set forth in the Articles of Incorporation and the Bylaws: (a) foster and support the teaching, research, and public service of the University of California, Santa Cruz; (b) promote and encourage the teaching, research, and public service of the University of California, Santa Cruz; (c) solicit, raise, and manage funds for the teaching, research, and public service of the University of California, Santa Cruz; (d) provide financial and administrative assistance to the Chancellor and the faculty and staff of the University of California, Santa Cruz; and (e) promote the welfare of the University of California, Santa Cruz.

es. The purposes of the Foundation are to: (a) foster and support the teaching, research, and public service of the University of California, Santa Cruz; (b) promote and encourage the teaching, research, and public service of the University of California, Santa Cruz; (c) solicit, raise, and manage funds for the teaching, research, and public service of the University of California, Santa Cruz; (d) provide financial and administrative assistance to the Chancellor and the faculty and staff of the University of California, Santa Cruz; and (e) promote the welfare of the University of California, Santa Cruz.

incorporated under the provisions of Section 1301 (3) of the U.S. Internal Revenue Code and corresponding California Revenue and Taxation Code provisions.

Section 3. General powers, and privileges conferred upon the corporation, including without limitation, the power to:

The corporation shall have the power to:

exercise all rights and powers under the laws of the State of California.

- (1) adopt, amend, and repeal its articles of incorporation and its bylaws;
- (2) adopt, amend, and repeal its charter and its rules and regulations;
- (3) qualify to conduct business in any state or foreign country;
- (4) issue, purchase, lease, lend, or otherwise dispose of its real and personal property, including but not limited to:
- (5) make payments for the purposes of the corporation;
- (6) assume obligations or suretyship obligations, and to mortgage, pledge, and encumber its property and income;
- (7) participate with any person in any association, partnership, or other enterprise.

- (1) alter its name;
- (2) buy or sell any real or personal property, including but not limited to:
- (3) make any payment for any purpose of the corporation;
- (4) assume any obligations or suretyship obligations, and to mortgage, pledge, and encumber its property and income;
- (5) make any payment for any purpose of the corporation;
- (6) assume any obligations or suretyship obligations, and to mortgage, pledge, and encumber its property and income;
- (7) participate with any person in any association, partnership, or other enterprise.

- (1) to affix its seal;
- (2) to acquire, own, sell, lease, lend, or otherwise dispose of any real or personal property, including but not limited to:
- (3) to carry on any business in carrying out its purposes;
- (4) to guarantee, or otherwise use its property or liabilities for the purpose of its property;
- (5) to participate with any person in any association, partnership, or other enterprise.

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- (i) ... gifts, ... order to ...

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these Bylaws to
of Election and

- a) Electors shall meet in a special meeting at the call of the Board of Trustees on the first day of the month of March in each year following the expiration of the term of the Board of Trustees, or on any other day which may be determined by a vote of the Board of Trustees. The meeting shall be held in the office of the Board of Trustees at the University of California, Santa Cruz. The Board of Trustees shall determine the time, place, and agenda of the meeting. The Board of Trustees shall also determine the method of election of the Board of Trustees. The Board of Trustees shall also determine the method of election of the Board of Trustees.
- b) Apportionment of the office of the Board of Trustees shall be made as follows: (1) the Board of Trustees shall consist of ten members, five of whom shall be members of the faculty and five shall be members of the community. (2) the Board of Trustees shall consist of five members, three of whom shall be members of the faculty and two shall be members of the community. (3) the Board of Trustees shall consist of five members, three of whom shall be members of the faculty and two shall be members of the community.

Section 5. The term of office of the Board of Trustees shall be determined by the Board of Trustees. The term of office of the Board of Trustees shall be determined by the Board of Trustees.

Section 5. The term of office of the Board of Trustees shall be determined by the Board of Trustees. The term of office of the Board of Trustees shall be determined by the Board of Trustees.

Section 6. Santa Cruz shall have the honor of the distinguished name of the Distinguished Emeritus. Santa Cruz shall have the honor of the distinguished name of the Distinguished Emeritus.

Section 6. Santa Cruz shall have the honor of the distinguished name of the Distinguished Emeritus. Santa Cruz shall have the honor of the distinguished name of the Distinguished Emeritus.

Section 7. For Trustees, the Board may from time to time designate the Board, with such rights assigned by the Board.

Section 8. Any Trustee may resign upon notice to the Board of Trustees, provided, however, that the resignation will be effective as specified in the resignation. A Trustee may be removed at any time for ineffectiveness or conduct detrimental to the interests of the Foundation. A reduction in the number of Trustees prior to the expiration of their term of office unless otherwise provided by the Board.

Section 9. Upon request of a Trustee, the Board may grant a leave of absence for a period of up to one year. A Trustee who is absent for more than one year shall be deemed to have resigned and the position shall be deemed vacant.

Section 10. A vacancy shall be filled by the Board. The actual number of Trustees shall be the number of Trustees in office at the time of the vacancy, in addition to the departing Trustee's office. The Board shall be deemed to exist on the Board for any reason, provided that a quorum, by (a) the unanimous vote of a majority of the Trustees, or (b) by a sole remaining Trustee, shall be filled by the person held by the departing Trustee.

Section 11. The Trustees of the Foundation shall be entitled to receive compensation for reasonable expenses incurred in the performance of extraordinary services, including committee meetings, and the Executive Secretary.

ARTICLE VI DUTIES AND RESPONSIBILITIES OF TRUSTEES

Section 1. The duties of the Trustees shall be to:

1. Advance the purposes and objectives of the Foundation as set forth in the Specific Purposes of Article II;

- (b) establish policies and procedures for the conduct of the Foundation
- (c) manage the day-to-day affairs and administrative matters of the Foundation, and make recommendations and regulations to the Board of Trustees consistent with the Articles of Incorporation and the Bylaws
- (d) appoint, employ and discharge, and determine powers and duties consistent with the Law, the Articles, and these Bylaws, and fix the compensation, if any, of all Officers, Agents and employees of the Foundation and its subsidiaries
- (e) adopt and amend control policies for the investment of the Foundation's funds, for the safekeeping and maintenance of the same, for the acceptance and gifts, and for the grant and allocation of Foundation funds and otherwise as may be required
- (f) attend and meet with the Board as such, and as required by these Bylaws, participate in the work of any or more committees (whether advisory or Board Committees) and
- (g) perform any other duties imposed upon them collectively or individually by the Articles, these Bylaws, or upon that vote of the Board and its majority.

Section 2. The duties of a Trustee shall include the duties of a trustee, including duties as a member of the Board of Trustees, in which the trustee may serve, in good faith, in a fiduciary capacity (Trustee believes) in the best interest of the Foundation, and with such care and diligence as a prudent person in a like position would use under the circumstances.

Section 3. In performing the duties of a Trustee, a Trustee shall be liable only in matters in which the Trustee's report or statements, including financial statements, or other financial data, or each case reported or presented by:

- (a) one or more of the Trustees believe to be reliable and accurate and presented
- (b) counsel or other persons as to matters which the Trustee believes to be within that person's professional expertise and
- (c) a Board Committee in which the Trustee does not serve as to matters within the authority which the Trustee believes to merit the certification of the Trustee.

as long as, in any case, the Trustee does not deny a fiduciary duty or a reasonable inquiry where the Trustee is indicated by the circumstances to have known or should have known that the cause is such that it is to be unwarranted.

Section 4. In its duty to the Foundation as provided in Article X (Incorporation and Insurance), a person who performs the duties of a Trustee shall be held to the Standard of Care and 3 (Reliance on Information Provided by Others) above shall have no

liability passed upon any alleged... charge that persons' obligations... including, without limiting the... of the foregoing, any... exceed of... at a... or of... to which corporation, or... led category.

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Section 2. Gifts... No Foundation... otherwise influencing the judg... or the purpose of... Foundation nor shall any such... give anything... advantage in connection with... s. A gift or grat... the recipient. It does not incl... material, such as... other unsolicited promotional... al value. A gift... entertainment, such as a meal... connection with... ceremonies or home hospitalit... applies to the in... philanthropic gifts or grants off... tion for the bene...

Section 3. Conflicts of Interest... Each Trustee... For annually with the Exec... ble for filing a... ther as well as from making... f the Foundation... position to influence... or in any way... or would have...

ARTICLE VI
BOARD OF TRUSTEES

Section 1. Regular Meetings... There shall be... Board of Trustees each fiscal y... of which shall be de... the Foundation. The Board or t... sively. Committee may incre... regular meetings, but there sha... eting each fiscal... He called by the Chair Presid... e Secretary, and... accordance with Section 4 (Not...

Section 2. Special Meetings... Special meetings... be called by the Chancellor, the... mediate Part Cha... writer notice to the Chair, and... to the Trustees... (Notice) below.

Notice of a meeting shall be given to the absent Trustees for the time and place the meeting is to be held and if the meeting is held on a day other than the day specified in the notice, the meeting shall be held on the day specified in the notice or on the day immediately following the day specified in the notice, unless otherwise provided in the notice. The meeting shall be held at the place specified in the notice or at such other place as may be determined by the Board of Trustees.

Section 8. Conduct of Meetings. Meetings of the Board of Trustees shall be presided over by the Chairman of the Board or in his or her absence by the Vice Chairman of the Board or in his or her absence by the Secretary of the Board. The Secretary shall act as secretary of all meetings of the Board and shall keep a record of the proceedings of the meetings. The Chairman shall act as chairman of all meetings of the Board. Except as otherwise determined by the Board of Trustees, meetings of the Board shall be held in accordance with the rules of order of the Board of Trustees, provided that such rules are not inconsistent with the Articles, and the Bylaws of the Corporation.

Section 9. Action Without a Meeting. Any action required or permitted to be taken by the Board of Trustees may be taken without a meeting if all Trustees shall individually or collectively assent to such action in writing. For the purpose of this Section 9 (Action Without a Meeting), "all Trustees" shall not include any "interested" Trustees as defined in Section 12 (Interested Trustees Personally Interested) of Article X (Certain Transactions) of the Articles of Incorporation. Such written assents shall be filed with the minutes of the proceedings of the Board of Trustees and shall constitute the unanimous vote of the Trustees.

Section 10. Electronic Meetings. Trustees may participate in meetings of the Board of Trustees through use of conference telephonic, electronic transmission, or other electronic transmission in compliance with Article XIII (General Meetings) of these Bylaws. Participation in a meeting through use of conference telephonic, electronic, or other electronic transmission constitutes participation in the meeting and transmission of more than one vote in participation in a meeting is both of the following applications:

- (a) each Trustee participating in the meeting can communicate with all of the other Trustees concurrently, and
- (b) each Trustee is provided with the means of participating in all matters before the Board, including the capacity to propose, oppose, and object to a specific action to be taken by the Board.

ARTICLE VIII COMMITTEES

Section 1. Board Committees. The Board of Trustees may, by vote of a majority of the Trustees then in office, create any number of Board Committees and in the creation of each Board Committee must consist only of elected or Executive Officers of the Corporation.

Trustees, to serve the pleasure of the Board, Honorary Trustees, and the Board Committee shall be delegated all the authority of the Board, and the power to:

- a. select the number of Trustees; and
- b. fill vacancies on the Board of Trustees; and
- c. amend and repeal the articles; and
- d. amend and repeal the by-laws; and
- e. create any other Board Committee; and
- f. elect the Vice-Chairman; and
- g. approve any grant or more of the Personal Property Interests; and
- h. approve any other substantial matter.

The Board may at any time revoke or modify any of the powers delegated to it.

Section 2. Composition. The Board shall consist of not less than five (5) Trustees, unless otherwise provided in the following: (a) the Chairman of the Board; (b) the Chairman of the Executive Committee; and (c) the Chairman of the Finance Committee. Each position shall be held for a term of one (1) year, and shall be eligible for re-election.

Section 3. Standing Committees. The Board shall have the following standing committees: (a) Finance Committee; (b) Executive Committee; and (c) Audit Committee.

Section 4. Executive Officers. The Executive Officers shall be elected by the Board and shall serve as a majority of the Trustees to participate in Executive Committee. Subject to the limitations in the by-laws, the Executive Officers shall have the authority to:

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5. Audit Committee The Audit Committee shall be composed of three members, one of whom shall be a member of the Board. The Audit Committee may request the Board to appoint an independent auditor to audit the financial statements of the Foundation. The Audit Committee shall review the financial statements of the Foundation and report to the Board. The Audit Committee shall also be responsible for the review of the internal controls of the Foundation. The Audit Committee shall have the authority to request the Board to take any action necessary to correct any deficiencies in the internal controls of the Foundation. The Audit Committee shall also be responsible for the review of the financial statements of the Foundation and report to the Board. The Audit Committee shall also be responsible for the review of the internal controls of the Foundation. The Audit Committee shall have the authority to request the Board to take any action necessary to correct any deficiencies in the internal controls of the Foundation.

5. Investment and Finance The Board shall have the authority to establish and maintain a policy for the investment and management of the assets of the Foundation. The Board shall also have the authority to establish and maintain a policy for the financing of the Foundation. The Board shall also have the authority to establish and maintain a policy for the management of the financial affairs of the Foundation. The Board shall also have the authority to establish and maintain a policy for the management of the financial affairs of the Foundation. The Board shall also have the authority to establish and maintain a policy for the management of the financial affairs of the Foundation.

acquire for investment purposes in the construction and repair of buildings; the purchase of stocks, bonds, securities, and other investments; the purchase of real estate; the purchase of life insurance; and the purchase of any other investments. The Finance Committee shall also monitor the financial condition of the Foundation and its subsidiaries. The Finance Committee shall also monitor the financial condition of the Foundation and its subsidiaries. The Finance Committee shall also monitor the financial condition of the Foundation and its subsidiaries.

Trustee Election and Term. The Trustees shall be elected by the Board of Trustees for a term of three (3) years. The Trustees shall be elected by the Board of Trustees for a term of three (3) years. The Trustees shall be elected by the Board of Trustees for a term of three (3) years. The Trustees shall be elected by the Board of Trustees for a term of three (3) years. The Trustees shall be elected by the Board of Trustees for a term of three (3) years.

Meetings of Board Committees. Meetings of Board Committees shall be held at such times and places as may be determined by the Board of Trustees. Meetings of Board Committees shall be held at such times and places as may be determined by the Board of Trustees. Meetings of Board Committees shall be held at such times and places as may be determined by the Board of Trustees. Meetings of Board Committees shall be held at such times and places as may be determined by the Board of Trustees.

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Section 9. Advisory Committees. The Board of Trustees may create and may terminate any Advisory Committee (hereinafter referred to as "Advisory Committees"), and may appoint or may remove any member of any Advisory Committee. Honorary Trustees may be appointed by and serve at the pleasure of the Board of Trustees and may exercise the authority of the Board of Trustees under the supervision and control of the Board of Trustees. The Board of Trustees may adopt rules for the conduct of the meetings of any Advisory Committee, and such rules may be subject to the authority of the Board of Trustees, and such rules shall be subject to the approval of the Board of Trustees. The Board of Trustees may determine the powers and duties of any Advisory Committee, and such powers and duties shall be subject to the approval of the Board of Trustees.

Section 10. Resignation. Any member of any committee may resign at any time by giving written notice to the Chair of the Foundation or the Executive Secretary, and such resignation shall take effect upon the date of receipt of such notice.

Section 11. Vacancies. Any vacancy on the Board of Trustees or on any committee for any reason shall be filled by the Board of Trustees or by the Board of Trustees may fill a vacancy on a committee when the number of members of such committee shall be less than the number of members of such committee as provided for in the Bylaws of the Foundation. A vacancy on a committee shall be deemed to be a vacancy on the Board of Trustees if the member of such committee is a member of the Board of Trustees. A vacancy on a committee shall be deemed to be a vacancy on the Board of Trustees if the member of such committee is a member of the Board of Trustees.

ARTICLE II OFFICERS

Section 1. Officers.

- (a) Executive Officers. The Executive Officers shall be the Chair, the Vice Chair, the Secretary, and the Treasurer. The Executive Officers shall be elected by the Board of Trustees for a term of one year, and shall hold office until their successors are elected. The Executive Officers shall be elected by the Board of Trustees for a term of one year, and shall hold office until their successors are elected.
- (b) Administrative Officers. The Administrative Officers shall be the President, Vice President, and such other officers as may be determined by the Board of Trustees. The Administrative Officers shall be elected by the Board of Trustees for a term of one year, and shall hold office until their successors are elected.

The Executive Officers and the Administrative Officers shall collectively refer to as the "Officers." The same person may not serve concurrently as the Chair, Vice Chair, Secretary, or Treasurer.

meeting of the Board of Trustees. The Chair and Chairperson shall not participate in the selection of any officer who is a trustee. Upon the expiration of two (2) years, or for any Administrative member of the Board of Trustees, the Chair shall have the authority to nominate and appoint the Chairperson. The Chair shall have the authority to nominate and appoint the Chairperson. The Chair shall have the authority to nominate and appoint the Chairperson.

Section 10. Chair. The Chair shall have the authority to nominate and appoint the Chairperson. The Chair shall have the authority to nominate and appoint the Chairperson. The Chair shall have the authority to nominate and appoint the Chairperson.

Section 11. Vice Chair. The Vice Chair shall have the authority to nominate and appoint the Vice Chairperson. The Vice Chair shall have the authority to nominate and appoint the Vice Chairperson. The Vice Chair shall have the authority to nominate and appoint the Vice Chairperson.

Section 12. Immediate Past Chair. The Immediate Past Chair shall have the authority to nominate and appoint the Immediate Past Chairperson. The Immediate Past Chair shall have the authority to nominate and appoint the Immediate Past Chairperson. The Immediate Past Chair shall have the authority to nominate and appoint the Immediate Past Chairperson.

Section 13. Parliamentary. The Parliamentary shall have the authority to nominate and appoint the Parliamentary. The Parliamentary shall have the authority to nominate and appoint the Parliamentary. The Parliamentary shall have the authority to nominate and appoint the Parliamentary.

Vice President shall serve, during the term of his office, as the chief executive officer of the Foundation and shall be responsible for the policies and directions of the Foundation. He shall also be responsible for the management of the Foundation's affairs and shall have the authority to execute the powers and duties of the Board of Directors.

The Vice President shall also be responsible for the development of the Foundation's programs and shall have the authority to execute the powers and duties of the Board of Directors. He shall also be responsible for the management of the Foundation's affairs and shall have the authority to execute the powers and duties of the Board of Directors.

The Treasurer shall be responsible for the management of the Foundation's funds and shall have the authority to execute the powers and duties of the Board of Directors. He shall also be responsible for the management of the Foundation's affairs and shall have the authority to execute the powers and duties of the Board of Directors.

The Treasurer shall also be responsible for the management of the Foundation's funds and shall have the authority to execute the powers and duties of the Board of Directors. He shall also be responsible for the management of the Foundation's affairs and shall have the authority to execute the powers and duties of the Board of Directors.

The Treasurer shall also be responsible for the management of the Foundation's funds and shall have the authority to execute the powers and duties of the Board of Directors. He shall also be responsible for the management of the Foundation's affairs and shall have the authority to execute the powers and duties of the Board of Directors.

- (i) prepare and submit annual reports and account a may e r u: tec
the Board of Trustees the Chancellor the Office of the President of
University of California the region, and require a matter of law;
- (j) ensure that State General Funds and transferred to the fundat
and the restricted funds received unrestricted income;
(including investment income) be support of a UC Santa C
department or program are transferred to UC Santa Cruz, a n iste
in accordance with the policies of the regent, and UC Santa Cruz,
except from UC Santa Cruz department or program accounts;
- (k) ensure that the compilation in accordance with the format
regarding charges against restricted gifts or income therefrom made
cost of administration of the Foundation at the Chancellor's approval
charges and that the nature of such charges is disclosed in
Foundation's audited financial statements; and
- (l) prepare and submit annual budget for review by the investment
Finance Committee and approval by the Board of Trustees, and ensure
that financial commitments and expenditures by the Foundation are
accordance with the budget and with pertinent UC Santa Cruz policies
and guidelines and explicit, written Foundation policies
methodology for allocation of costs of the Foundation or UC Santa C
and managing budget priorities shall be approved by the investment
Finance Committee.

The Treasurer shall be an ex officio non-voting member of the Investment and Finance Committee, and shall have such other power and perform such other duties as are assigned to him or her by the Board of Trustees or these Bylaws. In the Treasurer's absence, or in the event of his or her inability, failure or refusal to act, any assistant Treasurer designated by the President in consultation with the Chair may perform all the functions and duties of the Treasurer.

Section 10. Executive Secretary. The Executive Secretary may be determined by the Board, the Director of the Foundation, or who shall be appointed by the President in consultation with the Chair, shall be the Executive Secretary of the Foundation. He or she shall give, or cause to be given, notice of all meetings of the Board of Trustees and Board Committees as required by these Bylaws, and shall attend all such meetings. The Executive Secretary shall be responsible for maintaining all non-financial documents and correspondence of the Foundation, including the original of the Articles of Incorporation, the original of the Bylaws to date, and the original of these Bylaws, as amended to date. He or she shall keep, or cause to be kept, a book of minutes of all meetings of the Board of Trustees and Board Committees, which minutes shall set forth any actions taken at each meeting, the time and place of the meeting, the names of those present, notice thereof given whether regular or special, and special resolutions authorized. He or she shall act, or designate one or more persons to act as clerk to the Board and each Board Committee and Advisory Committee unless otherwise directed by the Board. The Executive Secretary shall certify as true a copy of the Bylaws or of the minutes of any meeting of the Board of Trustees or of any resolution adopted by the Board of Trustees or a Board Committee when requested to do so by the Board of Trustees or a Board Committee or the Board, the Trustees, the Chair, or any of

Officer shall also be required and perform the duties of the Secretary as designated by the Board of Directors. The Board of Directors may, at its discretion, require the Secretary to perform any other duties that may be necessary for the proper functioning of the Corporation. The Board of Directors may also require the Secretary to perform any other duties that may be necessary for the proper functioning of the Corporation.

Section 11. Resignation. An Officer may resign his or her office at any time by giving written notice to the Board of Directors. The notice shall be effective upon receipt by the Board of Directors. The notice shall specify the date on which the Officer desires to resign.

Section 12. Removal. Subject to the rights, if any, of the Officer, the Board of Directors may remove any Officer from office at any time for any reason, with or without cause. The removal shall be effective upon the date of the Board's resolution.

Section 13. Vacancies. A vacancy in any office shall be filled by the Board of Directors. The Board of Directors may, at its discretion, extend the term of any Officer who has been elected or appointed to fill a vacancy. The Board of Directors may also, at its discretion, extend the term of any Officer who has been elected or appointed to fill a vacancy.

Section 14. Compensation and Expenses. The Board of Directors may, at its discretion, determine the compensation and expenses of the Officers. The Board of Directors may also, at its discretion, determine the compensation and expenses of the Officers.

Section 15. Indemnification. The Board of Directors may, at its discretion, indemnify any Officer who is or may be held liable for any act or omission in the performance of his or her duties in such capacity.

ARTICLE II
TRANSACTING

Section 1. The Foundation shall not make any loan of money or property to or guarantee the obligation of any Trustee or Officer unless approved by the Attorney General; provided, however, that the Foundation may advance money to a Trustee or Officer of the Foundation for any business or professional expenses reasonably anticipated to be incurred in the performance of the duties of such Trustee or Officer, provided that in the absence of such advance, such individual would be entitled to be reimbursed for such expenses.

Section 2. Transactions in Which Trustees are Personally Interested. Except as provided in this Section, no Trustee shall approve or more of its Trustees shall have a material interest in a transaction if the Attorney General or he is an indispensable party, unless approved by the Foundation. The Foundation may also engage in such a transaction if it is entered into by the Foundation at the request of the Board of Trustees and by a vote of a majority of the Trustees, although such Trustees, in determining the propriety of such a transaction, shall act in good faith and with knowledge of the material facts concerning the transaction; and (c) prior to authorizing or approving the transaction, the Trustees shall determine whether the transaction could not have obtained under the circumstances.

Where it is not reasonably practicable to obtain approval of the Board of Trustees in which case the Board Committee may approve such a transaction at its next meeting, provided that at its next meeting the Board Committee approves the transaction by a majority vote of the Trustees, although such Trustees, in determining the propriety of such a transaction, shall act in good faith and with knowledge of the material facts concerning the transaction; and (c) prior to authorizing or approving the transaction, the Trustees shall determine whether the transaction could not have obtained under the circumstances.

Section 3. Exception. Section 2 shall not apply to an act of the Board of Trustees in which a Trustee is personally interested if the transaction is part of a charitable program of the Foundation in good faith and without unjust favoritism to any family because they are in the class of charitable program; or a transaction of which the beneficiaries are the public or the community.

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Section 3. A... (a) by or... (b) by or... (c) by or... the... expenses... the... best... prud... in... to... and... upon... and... Section 4. C... subject to Sec... Foundation... the... dis... authorizes, a... about... and... Section 5. A... who... (a) by or... (b) by or... (c) by or... the... expenses... the... best... prud... in... to... and... upon... and...

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For the purpose of this Article XI (b) "Beneficiary" means any person who is or was a Trustee, Officer, Comptroller, or member of the Foundation, or who was serving in any of these capacities at the request or agent of any other foreign or domestic corporation, partnership, or individual; (b) "Licenses" includes without limitation any license, franchise, or other right to indemnification under Section 4(c) (Determination of Agent's Goodwill) which may be pending, or contemplated, or in the course of being obtained, or in the course of being exercised, or in the course of being investigated.

Nothing contained in this Article XI shall be construed to give any right to indemnification to which Agents, Trustees, or other officers or employees of the Foundation are entitled by contract or otherwise.

**ARTICLE XII
RECORDS AND REPORTS**

The Foundation shall maintain at its principal office, or at such other office as may be determined by the Board of Trustees, its appropriate books and records, including minutes of the meetings of the Board of Trustees and the Board Committee.

The Board of Trustees shall cause an annual report to be prepared and filed with the appropriate State authorities within 120 days after the close of the fiscal year. The report shall include a statement of the assets and liabilities of the Foundation as of the end of the fiscal year, and a statement of the income and expenses of the Foundation for the fiscal year. The report shall also include a statement of the names and addresses of the Trustees and Officers of the Foundation, and a statement of the names and addresses of the major contributors to the Foundation.

The report shall also include a statement of the names and addresses of the major contributors to the Foundation, including the trust funds of the Foundation.

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in form of a statement of assets aggregating more than Ten Thousand Dollars (\$10,000) paid during the fiscal year to any Trustee or Officer of the Foundation pursuant to Article XI (under the caption " Contributions and Insurance ") or each transaction, the report must disclose the name of the individual person involved in such transaction, stating such person's relationship to the Foundation, the nature of such person's interest in the transaction, and where practicable, the amount of such interest.

Section 3. Annual Financial Statements. The Foundation shall prepare annual financial statements using generally accepted accounting principles. Such statements shall be audited by an independent certified public accountant in conformity with generally accepted auditing standards. The independent accountant shall be retained by the Foundation based on the recommendation of the Audit Committee of Article V (Audit Committee) of Article V (Committees) of the Bylaws. The audited financial statements shall be made available for inspection by the public no later than 120 days after the close of the fiscal year in which the statements are prepared, and shall remain available for three years (a) at the principal office during regular business hours, and (b) either by mailing a copy to any person upon request in writing, or by posting a copy on the Foundation's website or the intranet service provided by the auditing firm, or the Foundation will provide such information in accordance with the applicable standards for auditor independence.

Section 4. Biennial Statement of General Information. The Foundation shall biennially file with the Secretary of State of California, in the prescribed form, a statement setting forth the required information, including among other things, the names and complete business addresses of the President, Executive Secretary and Treasurer of the Foundation, the principal office, and the Foundation's designated agent for service of process.

Section 5. Inspection. Every Trustee of the Foundation shall have the absolute right at any reasonable time during regular business hours to inspect, copy, and make extracts of all books, records, and documents of every kind and to inspect the physical properties of the Foundation. Such inspection may be made in person, or by an agent or a attorney.

ARTICLE XI

GENERAL MATTER

Section 1. Fiscal Year. The fiscal year of the Foundation shall commence on July 1 and end on June 30 of the following year.

Section 2. Corporate Contract. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing, and any assignment or endorsement of the same, executed or entered into between the Foundation and another person, shall be signed by any one of the Chair, the President and the Vice President and by any one of the Executive Secretary, and / or assistant secretary, the Treasurer

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notice of transmission from the Foundation or its divisions that can be given a prepaid personal recipient in person or by mail. (c) of the Foundation, the recipient shall be notified by mail or by electronic means. The Foundation shall be responsible for the cost of such notification, provided that the recipient has not previously notified the Foundation of a change of address. (ii) for the purpose of this section, the recipient shall be deemed to have been notified by mail if the recipient has not notified the Foundation of a change of address and the recipient has not notified the Foundation of a change of address by electronic means.

Section 9. (a) The Foundation shall be responsible for the cost of such notification, provided that the recipient has not previously notified the Foundation of a change of address. (ii) for the purpose of this section, the recipient shall be deemed to have been notified by mail if the recipient has not notified the Foundation of a change of address and the recipient has not notified the Foundation of a change of address by electronic means. (b) The Foundation shall be responsible for the cost of such notification, provided that the recipient has not previously notified the Foundation of a change of address. (ii) for the purpose of this section, the recipient shall be deemed to have been notified by mail if the recipient has not notified the Foundation of a change of address and the recipient has not notified the Foundation of a change of address by electronic means.

Section 10. (a) The Foundation shall be responsible for the cost of such notification, provided that the recipient has not previously notified the Foundation of a change of address. (ii) for the purpose of this section, the recipient shall be deemed to have been notified by mail if the recipient has not notified the Foundation of a change of address and the recipient has not notified the Foundation of a change of address by electronic means.

Section 11. (a) The Foundation shall be responsible for the cost of such notification, provided that the recipient has not previously notified the Foundation of a change of address. (ii) for the purpose of this section, the recipient shall be deemed to have been notified by mail if the recipient has not notified the Foundation of a change of address and the recipient has not notified the Foundation of a change of address by electronic means.

Section 12. (a) The Foundation shall be responsible for the cost of such notification, provided that the recipient has not previously notified the Foundation of a change of address. (ii) for the purpose of this section, the recipient shall be deemed to have been notified by mail if the recipient has not notified the Foundation of a change of address and the recipient has not notified the Foundation of a change of address by electronic means. (b) The Foundation shall be responsible for the cost of such notification, provided that the recipient has not previously notified the Foundation of a change of address. (ii) for the purpose of this section, the recipient shall be deemed to have been notified by mail if the recipient has not notified the Foundation of a change of address and the recipient has not notified the Foundation of a change of address by electronic means.

**ARTICLE XIV
AMENDMENTS**

Section 1.
but not less often than once
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review of Bylaws. The Executive
by three (3) years, reviewed by

Committee shall periodically,
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) of Article VII (Meetings

History:

- Amended February 20, 2011
- Amended April 27, 1989
- Amended November 8, 19
- Amended February 11, 19
- Amended June 2, 1995
- Amended March 6, 1998
- Amended June 4, 1999
- Amended June 2, 2000
- Amended June 1, 2001
- Amended May 31, 2002
- Amended October 23, 201
- Amended and Restated February 25, 2012
- Amended and Restated February 20, 2016

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