

BYLAWS
OF
NORTH ORANGE COUNTY COMMUNITY COLLEGE DISTRICT
FOUNDATION

ARTICLE I

NAME

The name of this corporation is the North Orange County Community College District Foundation or the NOCCCD Foundation.

ARTICLE II

PURPOSE

The primary purpose of this corporation is to assist in the achievement and maintenance of superior educational and community programs of the North Orange County Community College District by receiving contributions from the public, raising funds, and making contributions to educational, community, and legislative programs, and by developing, conducting, and financing programs and projects designed to benefit the educational and community programs of the North Orange County Community College District.

ARTICLE III

MEMBERSHIP

Section 1. Members. The persons who are directors of this corporation from time to time shall be its only members. Upon ceasing to be a director of this corporation, such person shall cease to be a member. Election of a director as provided in these bylaws shall likewise operate to elect such director to membership in this corporation.

Section 2. Liability. No person who is a member of this corporation shall be personally liable for the debts, liabilities, or obligations of this corporation.

ARTICLE IV

MEETINGS OF MEMBERS

Section 1. Annual Meeting. The annual meeting of the members of this corporation shall be held in November of each year at the principle office of this corporation or such other place as shall be determined by the Board of Directors. Should the day fixed for the annual meeting fall upon a legal holiday, then such a meeting shall be held at the same time and place on the next day ensuing which is not a legal holiday.

Section 2. Special Meetings. Special meetings of members of this corporation for any purpose or purposes may be called in the same manner as special meetings of the Board of Directors.

Section 3. Quorum. A quorum for a meeting of members shall be the same as a quorum for a meeting of the Board of Directors.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Number. The Board of Directors shall consist of at least seven and not more than fifteen (15) directors until changed by amendment to these bylaws. The exact number of directors shall be fixed, within those limits, by a resolution adopted by the Board of Directors.

Section 2. Designated Directors. Seven (7) directors shall be specially designated as follows: (a) one (1) director shall be the Chancellor of the North Orange County Community College District; (b) one (1) director shall be a member of the Board of Trustees of the North Orange County Community College District; (c) three (3) directors shall be the Presidents of Fullerton College, Cypress College, and North Orange Continuing Education or their designees; and (d) two (2) ad hoc members shall be nominated by the President of the Board of Trustees of the North Orange County Community College District and designated by majority vote of the Board of Trustees of the North Orange County Community College District-at its annual organizational meeting in December.

All other directors shall be nominated by majority of a quorum of the NOCCCD Foundation, and subject to a confirming vote of the Board of Trustees of the North Orange County Community College District.

Section 3. Vacancies on Board. A vacancy or vacancies on the Board of Directors shall exist on the occurrence of the following:

(a) the death or resignation of any director; (b) the declaration by resolution of the board of a vacancy in the office of a director who has been declared of unsound mind by an order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty under Article 3 of Chapter 2 of the California Nonprofit Benefit Corporation Law; (c) the vote of a majority of the Board of Trustees of the North Orange County Community College

District; (d) the increase of the authorized number of directors; (e) with respect to the director who is Chancellor of the North Orange County Community College District, if such person ceases to be Chancellor; (f) with respect to the directors who are members of the Board of Trustees and who have the staggered terms as described in section 3 of these amended bylaws, when their respective terms of office have expired; and (g) Trustees of the North Orange County Community College District, when such director ceases to be a member of the Board of Trustees of the North Orange County Community College District.

Section 4. Filling Vacancies. Any vacancy or vacancies on the Board of Directors shall be filled by nomination by a majority of a quorum of the directors of the NOCCCD Foundation, and subject to a confirming vote of the Board of Trustees of the North Orange County Community College District.

Section 5. No Vacancy on Reduction 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.

Section 6. Powers. Subject to limitations imposed by law, the Articles of Incorporation, or these bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be controlled by, the Board of Directors. Without limiting any such power or authority, the Board of Directors shall have the following powers:

- (a) To determine this corporation's objectives and formulate plans designed to meet them;
- (b) To establish policies for administering the affairs of this corporation;
- (c) To adopt and control the operating budget and financial plan of this corporation and assure the conduct of the financial affairs on a responsible basis in accordance with established policies;
- (d) To control, manage, and maintain the property of this corporation, borrow money for corporate purposes, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, debentures, deeds of trust, indebtedness, and security therefore;
- (e) To sell any property, real, personal, or mixed, owned by this corporation at any time upon such terms as deemed advisable, at public or private sale, for cash or upon credit;
- (f) To retain uninvested sums received by this corporation, when in the discretion of the Board of Directors such sums cannot be invested advantageously;
- (g) To retain all or any part of any securities, or property acquired by this corporation in whatever manner, and to invest and to reinvest any funds held by the corporation, according to the judgment of the Board of Directors;

(h) To invest funds received by this corporation in such stocks, bonds, mortgages, loans, secured or unsecured, or other investments as the Board of Directors shall deem advisable;

(i) To appoint such committees as it deems necessary to prescribe powers and duties for them; and

(j) To select and remove officers of this corporation and to prescribe powers and duties for them.

Section 7. Compensation. Members of the Board of Directors shall serve without compensation, but shall be entitled to reimbursement for expenses in accordance with corporate policy.

Section 8. Liability. No director shall be personally liable for the debts, liabilities, or obligations for this corporation.

ARTICLE VI

MEETINGS OF BOARD OF DIRECTORS

Section 1. Regular Meetings. During the annual meeting, the Board of Directors shall elect officers and transact other business. Other regular meetings of the Board of Directors shall be held at least quarterly to undertake any business then confronting this corporation.

Section 2. Special Meetings. Special meetings of the Board of Directors for any purpose or purposes may be held on the call of the President or of any two (2) directors.

Section 3. Notice. Notice of each regular meeting (other than annual meeting) and special meetings, setting forth the time, date, and place of the meeting and, in the case of a special meeting, the principle business to be transacted thereat, shall be delivered personally, by telephone or by mail or by another form of written communication, charges prepaid, addressed to each director at the address last shown on the records of this corporation, at least forty-eight (48) hours before the time of the meeting.

Section 4. Waiver or Consent. The transaction of business at any meeting of the Board of Directors, however called and notice and wherever held, shall be as valid as though had at a meeting held after regular call and notice, if a quorum is present and if either before or after the meeting each of the directors not present signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 5. Action Without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board of Directors shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 6. Quorum. Four (4) of the seven (7) directors then serving shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be the act of the board, subject to the more stringent provisions of the California Nonprofit Corporation Law, including, without limitation, these provisions relating to: (a) creation of and appointments to committees of the board; (b) approval of contracts or transaction in which a director has a direct or indirect material financial interest; (c) approval of certain transactions between corporations having common directorships; (d) approval of compensation of directors; and (e) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

Section 7. Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time or place. If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of adjournment.

ARTICLE VII

OFFICERS

Section I. Officers. The officers of this corporation shall consist of a President, Vice President, Secretary, and Treasurer, and such other officers as the Board of Directors may appoint. Officers may, but need not, be members of the Board of Directors. Any person may hold more than one office, except the Secretary may not be the same person as the President.

Section 2. Election. The Board of Directors shall, at each annual meeting, elect officers of the corporation for a term of one (1) year, and until their successors are elected.

Section 3. Vacancies. Any vacancy in an officer shall be filled by the Board of Directors.

Section 4. President. The President shall be the chief executive officer of this corporation and as such shall be responsible for the general supervision, direction, and control of the business and affairs of this corporation. The President shall preside at all meetings of the members of the Board of Directors, shall be an ex-officio member of all committees, and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors.

Section 5. Vice President. In the absence or disability of the President, the Vice President shall perform all duties of the President, and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors.

Section 6. Secretary. The Secretary shall keep or cause to be kept a record of the proceedings of the members and of the Board of Directors, shall make service of such notices as may be necessary or proper, and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors.

Section 7. Treasurer. The Treasurer shall be the custodian for all funds of this corporation, which funds shall be deposited in such banks and other financial institutions as may from time to time be designated by the Board of Directors. Funds of this corporation shall be disbursed only on checks of other withdrawal orders of this corporation signed by such officers or other persons as may be specifically authorized by the Board of Directors. The Treasurer shall generally supervise the accounting and bookkeeping of this corporation, shall regularly report to the Board of Directors as to the financial condition and results of operations of this corporation, and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors.

Section 8. Compensation. Officers of this corporation shall serve without compensation, but shall be entitled to reimbursement for expenses in accordance with corporate policy.

ARTICLE VIII

COMMITTEES

Section I. Establishment. The Board of Directors may establish standing committees at the annual meeting, and may establish from time to time such temporary committees as in its discretion the activities of this corporation require, and shall delegate to such committees such powers and duties as it may deem appropriate within the limitations prescribed by these bylaws and otherwise by law.

Section 2. North Orange Continuing Education (NOCE) Standing Committee. The North Orange County Continue Education (NOCE) fund raising efforts overseen by the NOCCCD Foundation shall be represented by a standing committee. The purpose of this committee is to support NOCE fund raising efforts and to recommend funding of NOCE projects, which are compatible with the general purposes of this foundation, including scholarships, staff recognition, community development, and other educational advancement activities.

Section 3. Meetings and Reports. Each committee shall determine the time and place, and manner of conduct of its meetings, and each chairperson shall report to the Board of Directors on action taken by that committee.

ARTICLE IX

MISCELLANEOUS

Section 1. Budget. The Board of Directors shall adopt a corporate budget for each year, which may be reviewed and revised as necessary during the course of the year. Expenditures for items not provided for in the adopted budget shall require approval of the Board of Directors. Expenditures provided in the adopted budget may be disbursed without specific authorization. Each approved activity will be supported by separate and distinct funds within the corporation.

Section 2. Fiscal Year. This corporation's fiscal period for financial and accounting purposes shall commence July 1st, and end June 30th.

Section 3. Indemnification. Every person who is or was a director, officer, or employee of this corporation, or of any other corporation in which he or she served as such at the request of this corporation, shall be indemnified by this corporation against any and all liability and reasonable expense that may be incurred by him or her in connection with or resulting from any claim, action, suit, or proceeding (whether brought by or in the right of this corporation or such other corporation or otherwise), civil or criminal, or in connection with an appeal relating thereto, in which he or she may be involved, as a party or otherwise, by reason of being or having been a director, officer, or employee of this corporation or such other corporation, or by reason of any action taken or not taken in his or her capacity as such director, officer, or employee, whether or not he or she continues to be such at the time such liability or expense shall have been incurred, provided such person acted in good faith, in a manner he or she reasonably believed to be in or not opposed to the best interests of this corporation or such other corporation, as the case may be; and, in addition, in any criminal action or proceedings, had no reasonable cause to believe that his or her conduct was unlawful. As used in this section, the terms "liability" and "expense" shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines, or penalties against, and amounts paid in settlement by a director, officer, or employee. The termination of any claim, action, suit, or proceeding, civil or criminal, or its equivalent, shall not create a presumption that a director, officer, or employee did not meet the standard of conduct set forth in this section.

Expenses incurred with respect to any claim, action, suit, or proceeding of the character described in this section may be advanced by this corporation prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount unless it shall ultimately be determined that he or she is entitled to indemnification hereunder.

The rights of indemnification provided in this section shall be in addition to any other rights to which any such director, officer, or employee may otherwise be entitled by contract or as a matter of law; and in the event of any such person's death, such rights shall extend to his or her heirs and legal representatives. The provisions of this section are separable, and if any provision be held invalid, all other provisions are full in effect and such invalid provision enforceable, it being the intent of this section that this corporation indemnify each of the directors, officers, and employees of this corporation to the maximum extent permitted by law.

Section 4. Execution of Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of this corporation, and such authority may be general or confined to specific instances.

ARTICLE X

AMENDMENT

Section 1. Members. New bylaws may be adopted or these bylaws may be amended or repealed by the written consent of members entitled to exercise a majority of the voting power.

Section 2. Board of Directors. Subject to the right of the members to adopt, amend, or repeal bylaws, new bylaws may be adopted and the bylaws may be amended or repealed by the Board of Directors.

ARTICLE XI

AGENT

The agent to this corporation for service of process is:
Kai Stearns
District Director, Public & Governmental Affairs
North Orange County Community College District
1830 W. Romneya Dr.
Anaheim, CA 92801-1819