

BY-LAWS OF THE
LOS MEDANOS COLLEGE FOUNDATION

ARTICLE I
Name

The name of this corporation shall be the LOS MEDANOS COLLEGE FOUNDATION.

ARTICLE II
Principal Office

The principal office of this corporation for the transaction of business is located in the City of Pittsburg and County of Contra Costa, California, at 2700 East Leland Road, Pittsburg, California, 94565. This corporation is organized as a non-profit corporation for educational, scientific, cultural and charitable purposes under and pursuant to the laws of the State of California and shall be so operated during its entire period of existence.

ARTICLE III
Purpose

The purpose of the Los Medanos College foundation is to provide supportive services and specialized programs for the general benefit of Los Medanos College in the following manner:

1. By assisting and supporting Los Medanos College in the attainment of education, cultural, community and technical goals.
2. By assisting and supporting Los Medanos College in fulfilling its role in serving the community of which it is a part.
3. By soliciting, raising and distributing monies, properties and other assets for the construction of buildings, for the purchase of materials, supplies and equipment and for other capital outlay needs.
4. By soliciting, raising and distributing monies, properties and other assets for the awarding of scholarships, loans, college programs and grants to students on the basis of need and/or merit and in accordance with rules and procedures adopted by the Board of Directors of this corporation.

ARTICLE IV
Membership

This Corporation shall have no voting members other than the persons constituting its Board of Directors. The Board of Directors shall, under any statute or rules of law, be the

members of this corporation and shall have all the rights and powers members would otherwise have. The corporation may have honorary nonvoting members.

ARTICLE V Board of Directors

Section 1. Number of Directors: The Board of Directors shall consist of no less than three (3) and no more than eighteen (18) voting members. The President of Los Medanos College shall be a voting member of the Board of Directors. Three (3) of the Board members may be chosen from the staff and alumni of Los Medanos College. No more than one (1) person from faculty, one (1) person from classified staff may serve at any one time.

Section 2. Selection (Election) and Term of Office:

1. Not less than thirty (30) days preceding the first quarterly meeting of the Board of Directors, the Nominating Committee shall prepare, for presentation to the existing Board of Directors at the meeting, a list of nominees for election as Director, which shall be delivered to the Secretary no later than fourteen (14) days prior to the election. The election of directors shall take place at the first quarterly meeting of the Foundation. In the case of the Board membership being below eight members, or at the voted upon discretion of the Board, Director Elections may take place at any of the quarterly Board meetings. The nominating committee shall prepare for presentation to the existing Board of Directors a list of nominees for election as Director, which shall be delivered to the Secretary no later than fourteen (14) days prior to the designated election date.

2. The term of office of the respective Directors will be as follows:
 - a. The president of Los Medanos College shall hold office as Director during such time as he/she shall hold his/her position with the College.
 - b. The Executive Director of the Los Medanos College Foundation shall serve as the Secretary of this corporation during such time as she/he shall hold her/his position with the College.
 - c. All Directors shall be elected for staggered three-year terms. Individuals may be re-nominated and re-elected to the Board of Directors after serving a full term.

Section 3. Power of Directors: Subject to the provision of the California Nonprofit Corporation Law and any limitations in the Articles of Incorporation and these By-Laws, the business and affairs of this corporation shall be managed, and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board of Directors may delegate the performance of any duties or the exercise of any powers to such officers or agents as may from time to time, by resolution, be designated.

Section 4. Vacancies: A vacancy in the Director position because of removal, death, resignation or otherwise, shall be filled by an individual selected by a majority vote of the Board of Directors. Any person selected to fill a vacancy on the Board of Directors shall

hold office for the unexpired term of his/her predecessor in office, subject to the power of removal contained herein.

Section 5. Voting: Each member of the Board of Directors shall have one vote. There shall be no proxy voting permitted for the transaction of any of the business of this corporation. The Executive Director/Secretary shall be ex-officio.

Section 6. Annual Meeting: There shall be an annual meeting of the Board of Directors during the last quarter of every fiscal year.

Section 7. Meetings: Meetings of the Board of Directors for any purpose shall be called at any time by the President of the Board of Directors. The President shall be required to call a meeting upon the joint request of 30% of the Board and 50% of the Executive Committee. All meetings of the Board of Directors shall be governed by customary rules of order, except insofar as such rules are inconsistent with these By-Laws, with the Articles of Incorporation, or with applicable law.

Section 8. Place of Meetings: Meetings of the Board of Directors shall be held at any place within this State, which has been designated from time to time by resolution of the Board. In the absence of such designation, meetings shall be held at the principal office of this corporation.

Section 9. Notice of Meetings:

1. Written notice of every regular meeting shall be given to each director at least seven (7) days before each meeting. Notice may be delivered personally, by mail or by email to the last known address, or email address, of the addressee and if mailed or emailed, is complete upon mailing/emailing. Written notice of any meeting shall also be given pursuant to this subsection to any person who requests such notice in writing.
2. An agenda listing matters to be considered at each meeting shall be given to each director, and to any person so requesting, at least seven (7) days before the meeting.
3. Notwithstanding anything in this section to the contrary, the President of the Board of Directors, may call an emergency meeting of the Board without giving the normal notice if such a meeting is necessary to discuss an unforeseen emergency condition. An emergency condition for the purpose of this subsection is any condition that, if not addressed by the Board promptly, may result in a detriment to this corporation. Notice of any emergency meeting may be delivered personally, telephoned, mailed or emailed, and shall be received at least twenty-four (24) hours before the time of such meeting.

Section 10. Open Meetings: All meetings of the Board shall be open and public, and all persons shall be permitted to attend any meeting of the Board, provided, however, that the Board may hold closed sessions during any meeting.

Section 11. Quorum: A quorum for the transaction of business at any meeting shall be no less than one-third of all voting Directors. Abstentions shall not be in counting votes cast.

Section 12. Removal of Directors: Directors of this corporation may be removed at any time by a two-thirds (2/3) vote of the total number of voting Directors.

Section 13. Compensation: The Directors of this corporation shall serve without compensation.

ARTICLE VI Officers

Section 1. Officers: There shall be five (5) officers of this corporation: President, Vice-President, Executive Director/Secretary, Chief Financial Officer/Treasurer, Past President and such other officers as the Board of Directors may appoint. The officers shall also comprise the Executive Committee.

Section 2. Election: The Board of Directors shall elect the officers of this corporation at the first regular quarterly meeting of the Board of Directors. Candidates for each office shall be elected by a majority of the voting Directors present. Officers shall be elected for the term of two (2) years, and no officer shall succeed herself/himself in the same office for more than two (2) consecutive terms. Individuals who have served as officers may be re-nominated and re-elected for the same office after one full intervening term.

Section 3. President of the Board of Directors: Subject to the control of the Board of Directors, the President of the Board of Directors, shall preside at all meetings of the Board, and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors. The President shall have a vote on all matters.

Section 4. Vice President: In the absence or disability of the President of the Board of Directors, the Vice President shall perform all the duties of the President. The Vice-President shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 5. Executive Director/Secretary: The Secretary shall assist the President of the Board of Directors, in the preparation of the agendas for the meetings, shall keep a full and complete record of the proceedings of all meetings of the Board of Directors, shall keep the seal of this corporation and affix the same to such papers and instruments as may be required in the regular course of business, shall provide such notice as may be necessary or proper, shall supervise the keeping of the books of this corporation and shall discharge such other duties as pertain to the office or as prescribed by the Board of Directors.

Section 6. Chief Financial Officer/Treasurer: The Treasurer shall prepare and mail an audited financial report to the Board within 30 days of receipt of the report. In case of

the absence or disability of the Treasurer, or his/her refusal or neglect to act, such notices may be provided by the President or by any person thereunto authorized by the President or by the Vice-President or by the Board of Directors.

Section 7. Past-President: The Past-President shall be a voting member of the Executive Committee and have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

ARTICLE VII Committees

Section 1. Committees: There shall be five (5) committees of this corporation: Executive Committee, Nominating Committee, Finance Committee, Event/Fundraising Committee, and **Audit Committee**. Other committees or task forces may be designated at the request of the President of the Board of Directors, or the majority of the voting members as appropriate. Members of each committee shall consist of at least one (1) member of the Board of Directors. The President of Los Medanos College and the Executive Director of this corporation shall be a member of each committee.

Section 2. Executive Committee: The Executive Committee shall consist of the four (4) officers of this corporation. Between meetings of the Foundation Board of Directors, the Executive Committee shall have and exercise the authority of the Board of Directors in the management of the corporation. The Executive Committee shall have and exercise such specific powers as prescribed by the by-laws or as directed by the Board of Directors.

Section 3. Nominating Committee: The Nominating Committee shall consist of at least four (4) members of the Board of Directors. The Nominating Committee shall identify potential board members and evaluate board members' eligibility for re-election and propose to the Board of Directors new or replacement directors, as well as officers to be elected by the Board.

Section 4. Finance Committee: The Finance Committee shall consist of the Treasurer of this corporation and at least two (2) members of the Board of Directors. The Finance Committee shall, under the general supervision of the Board, oversee expenditures of this corporation, provide the Executive Director with expenditure power within budget approved by the board as recommended by the committee and assures internal control and financial analysis. Funds may be invested by the Finance Committee in securities, banks, instruments and other assets as the Finance Committee determines to be prudent and appropriate. The Finance Committee shall submit a budget annually for Board approval.

Section 5. Event/Fundraising Committee: The Event/Fundraising Committee shall consist of at least one (1) member of the Board of Directors and two (2) other volunteers. The event/fundraising committee shall plan and participate in ongoing and annual fund raising efforts.

Section 6. Audit Committee: The Audit committee shall be comprised of three (3) members. A maximum of one member of the Finance committee may serve on this committee. Must have a basic understanding of finance and accounting and be able to read and understand financial statements. At least one member shall have accounting or related financial management experience. The Audit committee's duties and responsibilities are to: Monitor the integrity of the Foundation's financial reporting process and systems of internal controls regarding finance, accounting, tax and legal compliance. Consider any matters which from time to time may be referred to the Audit committee by the Board of Directors or Executive Committee of the Foundation.

ARTICLE VIII

Seal

The corporate seal shall consist of a circle having on its circumference the words "The Los Medanos College Foundation" and within the circle the words "Incorporated September 24 1997, California."

ARTICLE IX

Defense and Indemnification

This corporation shall defend any Director who is a party or is threatened to be made a party to any proceeding, other than an action by or in the right of the corporation, by reason of the fact that such Director is or was an agent of this corporation, and will indemnify any such Director against expenses, judgments, fines, settlements and any other amounts actually and reasonably incurred in connection with such proceeding, if such Director acted in good faith and in a manner such Director reasonably believed to be in the best interest of this corporation and, in the case of criminal proceeding, if such Director had no reasonable cause to believe the conduct was unlawful.

ARTICLE X

Conflict of Interest

No Director shall be financially interested in any contract transaction entered into by the Board of Directors, and any contract or transaction entered into in violation of this is void. No Director may utilize information obtained by reason of Board membership for personal gain, and the Board of Directors may recover any such gain realized. No part of the net earnings of this corporation shall ever incur to the benefit of or be payable to any Director, officer or member of this corporation.

ARTICLE XI

Amendment of By-Laws

These By-Laws may be amended by a two-thirds (2/3) vote of the total voting membership of the Board, subject to the approval of the Los Medanos College President.

CERTIFICATE OF SECRETARY

of the

LOS MEDANOS COLLEGE FOUNDATION

A California Nonprofit Public Benefit Corporation

I hereby certify that I am the duly appointed and acting Secretary of said corporation and that the forgoing By-Laws, Comprising 6 pages, constitute the By-Laws of said corporation as duly amended and adopted at a meeting of the Board of Directors thereof held on June 27, 2006.

Lindy Maynes

Secretary

Date