

**SOUTHWESTERN COLLEGE FOUNDATION
AMENDED AND RESTATED BY-LAWS**

ARTICLE I

The name of this Corporation shall be Southwestern College Foundation.

**ARTICLE II
PURPOSE**

This Corporation was organized for charitable purposes. The specific purpose of this Corporation is to solicit and receive real and personal property from public agencies, private agencies, individuals or estates; and to manage, invest, sell and/or distribute such real and personal property for the promotion of educational services, programs and facilities at Southwestern College and/or within the Southwestern Community College District ("SWCC District").

**ARTICLE III
PRINCIPAL OFFICE**

The principal office for the transaction of the business of the Corporation is hereby fixed and located in the Southwestern Community College District Board Room, in the City of Chula Vista, County of San Diego, State of California. The Board of Directors may at any time or from time to time change the location of the principal office from one location to another in said county. Any such change shall be noted in the Bylaws by the secretary, opposite this section, or this section may be amended to state the new location.

The Corporation may have such other offices within the San Diego County as the Board of Directors may from time to time require.

**ARTICLE IV
BOARD OF DIRECTORS**

4.1 Powers.

Subject to the limitations of the Articles of Incorporation and these Bylaws, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board may delegate the management of the activities of the Corporation to any person or persons, or committees however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Directors shall not be compensated for serving as members of the Board of Directors.

4.2 Board Members and Advisors.

4.2.1 Number of Directors. Unless changed by amendment of these Bylaws, the Board of Directors shall consist of a minimum of seven (7) and a maximum of twenty-five (25) members. The exact number of authorized directors shall be fixed, within those limits, by a

resolution adopted by the Board of Directors. The members of the Board of Directors shall be members of the community. Each member of the Board of Directors shall have one vote on each matter presented to the Board of Directors for action. There shall be no proxy voting permitted for the transaction of any of the business of this Corporation.

4.2.2 Ex-Officio Advisors. The following persons may serve as ex-officio advisors to the Board of Directors: (i) The Superintendent/President of the Southwestern Community College District, (ii) the Executive Director of Development and Foundation for Southwestern College, and (iii) a designated representative of the Southwestern Community College District Governing Board. The ex-officio advisors shall not be deemed members of the Board and shall have no voting rights. The ex-officio advisors shall be entitled to attend each meeting of the Board of Directors, unless specifically instructed otherwise by the Board.

4.2.3 Honorary Emeritus Advisors. Honorary Emeritus Advisors may be elected by unanimous vote of Directors present at any meeting of the Board. Honorary Emeritus Advisor status may be bestowed as recognition of outstanding service or contribution to the Foundation. Honorary Emeritus Advisor appointments shall be for life and have only such duties as are undertaken voluntarily at the request of the Board of Directors. Honorary Emeritus Advisors shall not be deemed members of the Board and shall have no voting rights.

4.2.4 Additional Advisors. The Board shall be authorized to appoint such additional advisors it deems necessary and appropriate.

4.3 Election; Term of Office. Subject to the right of the Southwestern Community College District (College District) Governing Board to ratify the election of Directors as set forth below, the directors shall be elected by the Board of Directors. Directors, unless sooner removed by resignation, removal, or otherwise, shall serve for a term of three (3) years. Unless earlier removed or resigned, each director shall serve for his or her full term and until a successor director has been elected and qualified. The terms of the directors shall be staggered to provide that the terms of approximately one-third (1/3) of the directors expire each year. Subject to the right of the College District Governing Board to ratify the election of Directors as set forth below, the directors shall be elected at the Annual Organizational Meeting (referenced in Section 5.2 below) and at such other times as the Board of Directors deems necessary and appropriate.

Ratification of Election: Following this Corporation's Annual Organizational Meeting and such other times as the Board of Directors elects directors, College District's Governing Board shall have the right to ratify or reject the board elections conducted by this Corporation's Board of Directors. The College District Governing Board may ratify or reject any or all of the directors elected by the Board of Directors. Persons elected by the Board of Directors shall not be deemed authorized members of the Board of Directors until they have been ratified by the College District Governing Board. However, if the College District Governing Board has not ratified or rejected a person(s) elected by the Board of Directors within ninety (90) days of notice of such election, the election of such person(s) shall be deemed ratified by the College District Governing Board and the person(s) elected at such election shall be deemed authorized members of the Board of Directors of the Corporation.

4.3.1 Nomination by Committee. The Board of Directors shall appoint a committee to nominate qualified candidates for election to the board at least 30 days before the date of any

election of directors. The nominating committee shall make its report at least 15 days before the date of the election, or such other time as the board may set, and the Secretary shall forward the report to each board member, with the notice of meeting required by these Bylaws. The report shall contain a list of all candidates nominated by the committee.

4.3.2 Floor Nominations. When a meeting is held for the election of directors, any board member present at the meeting may place names in nomination.

4.4 Vacancies. Vacancies on the Board of Directors shall be filled by action of the Board of Directors, subject to Section 4.3. A vacancy or vacancies shall be deemed to exist in the case of the death, resignation or removal of any Director, or if the authorized number of Directors be increased without election of the additional Directors so provided for; provided, however, that except upon notice to the Attorney General, no Director may resign where the Corporation would be left without a duly elected Director in charge of its affairs.

4.5 Removal of Directors. Any Director may be removed from office without cause by an affirmative vote of two-thirds (2/3) of the total members of the Board of Directors.

4.6 Resignation. Except as provided in Section 4.4 above, any director may resign by giving written notice to the Board Chairperson, the Executive Director, or Secretary. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective.

4.7 Nonliability of Directors and Certain Officers.

347.1 Volunteer Directors. Pursuant to Section 5239 of the Nonprofit Public Benefit Corporation Law of the State of California, there shall be no personal liability to a third party on the part of a volunteer Director or volunteer Officer of this Corporation caused by the Director's or Officer's negligent act or omission in the performance of that person's duties as a Director or Officer, if all the following conditions are met:

4.7.1.1 The act or omission was within the scope of the Director's or Officer's duties;

4.7.1.2 The act or omission was performed in good faith;

4.7.1.3 The act or omission was not reckless, wanton, intentional, or grossly negligent;

4.7.1.4 The Corporation has complied with the requirements of section 4.7.2 below.

This limitation on the personal liability of a volunteer Director or Officer does not limit the liability of the Corporation for any damages caused by acts or omissions of a volunteer Director or volunteer Officer, nor does it eliminate the liability of a Director or Officer provided in Section 5233 or 5237 of the Nonprofit Public Benefit Corporation Law of the State of California in any action or proceeding brought by the Attorney General.

4.7.2 Requirement to Obtain Liability Insurance. In order to obtain the full benefit of the limitation of liability set forth in section 4.7.1 above, the Corporation and the Directors shall make all reasonable efforts in good faith to obtain liability insurance in the form of a general liability policy for the Corporation and a Director's and Officer's liability policy.

4.8 Interested Persons. Pursuant to Section 5227 of the Nonprofit Public Benefit Corporation Law of the State of California, no more than forty-nine percent (49%) of the Directors serving on the Board may be "Interested Persons." For the purposes of this section, the definition of the term "Interested Persons" shall be as set forth in Section 5227 of the California Corporations Code. The provisions of this Section shall not affect the validity or enforceability of any transaction entered into by the Corporation.

4.9 Standard of Conduct. Pursuant to Section 5231 of the California Nonprofit Public Benefit Corporation Law, a Director shall perform the duties of a Director, including duties as a Member of any Committee of the Board upon which the Director may serve, in good faith, in a manner such Director believes to be in the best interests of the Corporation and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances. In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports or statements including financial statements and other financial data, in each case prepared or presented by:

3.9.1 One or more Officers or employees of the Corporation whom the Director believes to be reliable and competent in the matters presented;

3.9.2 Counsel, independent accountants, or other persons as to matters which the Director believes to be within such person's professional or expert competence; or

3.9.3 A Committee of the Board upon which the Director does not serve, as to matters within its designated authority, which Committee the Director believes to merit confidence.

In any such case, the Director shall be entitled to so rely if the Director acts in good faith, after reasonable inquiry when the need therefor is indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

ARTICLE V MEETINGS

5.1 Open Meetings. The Directors of this Corporation shall conduct its business in public meetings in accordance with the most current version of chapter 9 (commencing with section 54950) of part 1 of the Government Code and applicable provisions of the Education Code (collectively "Brown Act"); provided, however, that the Board may hold Executive Sessions during any meeting to consider those matters that may lawfully be considered in such sessions under Article 9 (commencing with Section 11120) of Chapter 1 of Part 1 of Division 3 of Title 2 of the Government Code. Except as otherwise provided in Government Code section 54954(b)(1) through (7), regular quarterly meetings shall be held within the State of California at any place which has been decided upon by the Board from time to time.

5.2 Annual Organizational Meeting. The Board of Directors shall hold an Annual Organizational Meeting in October for the purpose of electing directors, organizing the Board,

appointing officers, and transacting such other business as may come before the Board. The Annual Organizational Meeting shall be deemed a regular meeting of the Board and the rules set forth herein regarding regular meetings of the Board shall apply to the Annual Organizational Meeting. The election of directors at the Annual Organization Meeting shall be subject to the right of the SWCC Governing Board to ratify or reject such election, as further described in Section 4.3 of these Bylaws.

5.3 Regular Meetings. Regular Meetings of the Board of Directors shall be held at least quarterly. Notice of such meetings shall be given in accordance with the Brown Act.

5.3 Special Meetings. Special meetings of the Board of Directors for any purpose may be called at any time by the Chairperson of the Board or by a majority of the members of the Board. Notice of such meetings shall be given in accordance with the Brown Act.

5.4 Notice of Meetings - Directors. Notice of the time and place of each regular or meeting of the Board of Directors shall be given to each Director not less than ten (10) days before the date of the meeting and may be given by mail, personally, or by telephone, facsimile, or electronic mail. Notice of a special meeting of the Board of Directors shall be given to each Director not less than five (5) days before the date of the meeting and may be given by mail, personally, or by telephone, facsimile, or electronic mail. Such notices shall be addressed to each director at his or her address, phone number, facsimile number or email address as shown on the books of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid.

5.5 Notice of Meetings – Public. Public notice of meetings of the Board of Directors shall be provided in accordance with the provisions of the Brown Act. Corporation practice shall be to provide the following: For regular meetings, at least seventy two (72) hours before a regular meeting an agenda shall be posted containing a brief description of each item of business to be transacted or discussed at the meeting. For special meetings, notice must be given forty eight (48) hours in advance to those who request such notice. Notice of meetings shall specify the place, day and hour of the meeting as well as be prepared and posted in accordance with the Ralph M. Brown Act. (Section 54950, et seq. of the California Government Code). Where the Brown Act permits less (in terms of content or time) notice than is specified in this section, the Brown Act minimum requirements shall apply to any notice provided hereunder.

5.6 Quorum. The greater of five (5) directors or one-fifth (20%) of the authorized number of Directors (as set by resolution of the Board of Directors within the permissible range provided in Section 4.2 of these Bylaws), shall constitute a quorum for the transaction of business, except to adjourn. In the case where, owing to death, incapacity, or resignation, the number of Directors then serving is less than the greater of five (5) directors or one-fifth (20%) of the authorized number of Directors, then the majority of the Directors then serving shall constitute a quorum for the transaction of business, except to adjourn.

5.6.1 Every action taken or decision made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions related to (a) approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (b) approval of certain

transactions between corporations having common Directorships, (c) creation of and appointments to Committees of the board, and (d) 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.

5.7 Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any Directors' meeting to meet again at another time or place. In the event a meeting of the Board of Directors is adjourned for more than twenty-four (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 the adjournment. Notice of any adjourned meeting shall be provided in accordance with the requirements of the Brown Act.

5.8 Telephonic and Electronic Communication Meetings. Members of the Board may participate in a meeting through use of conference telephone, electronic video screen communication, or other communications equipment. Participation in a meeting pursuant to this Section 5.8 constitutes presence in person at that meeting if all of the following apply:

5.8.1 Each Member participating in the meeting can communicate with all of the other Members concurrently;

5.8.2 Each Member is provided the means of participating in all matters before the board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation; and;

5.8.3 The Corporation adopts and implements some means of verifying both of the following:

5.8.4 A person communicating by telephone, electronic video screen, or other communications equipment is a Director entitled to participate in the board meeting; and

5.8.5 All statements, questions, actions, or votes were made by that Director and not by another person not permitted to participate as a Director.

Notice of any meetings by telephone, video or other form of communication shall specify the place, day and hour of said meetings using telephonic, video or other form of communication in and shall be in accordance with the Brown Act.

ARTICLE VI **OFFICERS**

6.1 Officers. The officers of the Corporation shall be a Chairperson, Vice Chair, Treasurer, Secretary, Immediate Past Chairperson, Executive Director, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may appoint such other officers, as it shall deem desirable and such officers to have authority and perform the duties prescribed from time to time, by the Board of Directors.

6.2 Qualifications, Election and Term. The officers, with the exception of the Executive Director, must be members of the Board of Directors and may not be employed by Southwestern College. The officers shall be appointed annually by the Board of Directors of the Corporation at the Annual Organizational Meeting or at such other times as the Board of Directors deems appropriate and necessary. Each officer shall hold office for a term of one year and until a successor has been duly elected, unless earlier removed under the terms of these Bylaws.

6.3 Removal. Any officer appointed by the Board of Directors may be removed, with or without cause, by a majority vote of the Directors at any time.

6.4 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term as set forth Section 6.2 above.

6.5 Chairperson of the Board. The Southwestern College Foundation Chairperson shall preside at all meetings of the Board of Directors and have general oversight of the implementation of policies of the Board. Subject to these Bylaws, the Chairperson shall exercise such other powers and perform such other duties as may from time to time be prescribed by the Board of Directors.

6.6 Vice Chair. In the absence of the Chairperson, or in event of his/her or her inability or refusal to act, the Vice Chair shall perform the duties of the Chairperson, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairperson. Under the guidance of the Chairperson, the Vice Chair is responsible for the overall direction of the programmatic affairs of the Corporation. The Vice Chair shall perform other duties from time to time as assigned by the Chairperson or by the Board of Directors.

6.7 Treasurer. The Treasurer shall be responsible for maintaining fiscal records, obtaining independent audits, obtaining Directors' Liability Insurance, and, in general, performing all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Chairperson or by the Board of Directors. Funds shall be paid out only on checks of the Corporation, co-signed by the Foundation Treasurer, the Foundation Chairperson, the Executive Director, or other officers designated by the Board of Directors.

6.8 Secretary. The Secretary shall keep the minutes of all Corporation meetings; ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records, keep a register of the post office address of each Director which shall be furnished to the Secretary by such Director; and, in general, perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Foundation Chairperson or by the Board of Directors.

6.9 Immediate Past Chairperson. The Immediate Past Chairperson is responsible for providing continuity of leadership within the Foundation and the historical perspective of the Foundation. The Immediate Past Chairperson shall perform other duties from time to time as assigned by the Foundation Chairperson or the Board of Directors.

6.10 Executive Director. The Executive Director shall be the chief executive officer of the Corporation. Subject to the control of the Board of Directors, the Executive Director shall have

general supervision, direction and control of the business and affairs of the Corporation. The Executive Director shall be authorized to sign, along with the Secretary or any other properly authorized officer of the Corporation, any deeds, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in the case where the execution thereof shall be expressly delegated by the Board of Directors or these Bylaws or by statute of Incident to the Office of the President of Southwestern College. He or she shall serve as an ex officio Member of all Board Committees (if the Executive Director is not a voting member of the Board of Directors, he/she shall not serve on the Executive Committee or any other committee exercising the authority of the Board of Directors), and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors.

6.11 Additional Officers. The Board may provide for and appoint additional officers as it deems necessary and advisable for the operation of the Corporation. Such additional officers shall have such duties and responsibilities as are designated by the Board of Directors.

ARTICLE VII **COMMITTEES**

7.1 Appointment and Membership. The Board of Directors shall appoint an Executive Committee and may appoint such other standing committees as the Board from time to time deems necessary or appropriate to conduct the business and further the objectives of the Corporation. The Executive Committee and any other Committee having authority of the Board shall consist of two (2) or more Directors and shall not contain any persons that are not members of the Board of Directors. The Chairperson and Vice Chair of the Corporation shall be ex-officio members of all standing committees, so long as such persons are members of the Board of Directors. In addition, the Treasurer of the Corporation shall be an ex-officio member of the Finance Committee, if one is created by the Board. In addition, the Board may appoint special ad hoc advisory committees as provided in section 6.4 below.

7.2 Powers and Authority of Committees. The Board of Directors may delegate to the Executive Committee or any other Committee having the authority of the Board, any of the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, except the following:

- 7.2.1 The approval of any action for which the Nonprofit Public Benefit Corporation Law of the State of California also requires the approval of Members of a corporation, in which event the approval of the Board shall be required.
- 7.2.2 The filling of vacancies on the Board or in any Committee which has the authority of the Board.
- 7.2.3 The amendment or repeal of Bylaws or the adoption of new Bylaws.
- 7.2.4 The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repeatable.
- 7.2.5 The appointment of Committees of the Board having the authority of the Board, or the Members thereof.

7.2.6 The approval of any self-dealing transaction, except as permitted under applicable law.

7.3 Executive Committee. The Corporation shall have an Executive Committee, which shall consist of such members of the Board as are also serving as Officers of the Corporation, and any additional directors the Board of Directors deems appropriate.

7.3.1 Powers. During the intervals between the meetings of the Board of Directors, the Executive Committee shall possess and may exercise all the powers and functions of the Board of Directors in the management and affairs of the Corporation in all cases in which the Board of Directors shall have not given specific directions. The Executive Committee shall meet only as needed and as called by the Board Chairperson or three of the Executive Committee members.

7.3.2 Quorum. All actions by the Executive Committee shall be reported to the Board of Directors at its next meeting succeeding such action. Regular minutes of the proceedings of the Executive Committee shall be kept. A majority of the members of the Executive Committee in office at the time shall be necessary to constitute a quorum and a vote of the majority of the members present (when a quorum is present) shall constitute the action of the committee.

7.4 Alumni Committee. The corporation may establish an Alumni Committee that will support the development of an Alumni Association/Network for Southwestern Community College District. The Alumni Committee Chair shall be a voting member of the Board of Directors. The committee shall meet only as needed and as called by the Committee Chairperson.

7.4.1 Powers. The committee may not exercise the authority of the Board to make decisions on behalf of the Corporation, but shall be limited to making recommendations to the Board of Directors or the Board's authorized representatives and to implement Board decisions and policies. The alumni committee shall be subject to the supervision and control of the Board.

7.5 Special Ad Hoc Advisory Committees. The Board may establish one or more Advisory Committees to the Board. The members of any Advisory Committees may consist of directors or non-directors. Advisory Committees may not exercise the authority of the Board to make decisions on behalf of the Corporation, but shall be limited to making recommendations to the Board of Directors or the Board's authorized representatives and to implementing Board decisions and policies. Advisory committees shall be subject to the supervision and control of the Board.

ARTICLE VIII **CONTRACTS, CHECKS, AND FUNDS**

The Board of Directors may authorize any officer or officers, agent or agents, of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

ARTICLE IX
EXPENDITURE AND GIFT ACCEPTANCE PROCEDURES

9.1 Expenditure Procedures. The Board of Directors shall create a budget for each fiscal year of the Corporation. Subject to the control of the Board of Directors, the Executive Director shall be responsible for, and authorized to make, expenditures of funds as set forth in the budget.

9.2 Gift acceptance Procedures.

9.2.1 The Foundation's Executive Director is authorized to accept gifts, donations, bequests and grants of cash, stock, bonds and other securities, including certain private and restricted stock. Gifts, donations, bequests, and grants of real estate, insurance, and charitable trusts shall be considered on a case-by-case basis and shall be reviewed and approved by the Finance Committee prior to acceptance.

9.2.2 The Foundation will not accept any gift, donation, bequest or grant that obligates the Foundation to continue a program that will become a financial burden or is inconsistent with its mission. If at any time, any restricted endowment fund or other restricted fund becomes obsolete, the Board of Directors may designate another charitable purpose for such fund.

9.2.3 If any asset proposed for contribution is not readily marketable, other than those with a short-term restriction, or is in the process of being removed, or is subject to liabilities, the Executive Director shall consult with the Finance Committee or Board of Directors regarding disposition of the asset.

9.2.4 Upon receipt of a gift and/or any gift-related documents, the Foundation will record the gift and acknowledge the donor. In addition, the following steps will be taken:

1. A complete record of every individual donor's contributions will be maintained.
2. Restricted gifts will be tracked and maintained by the Foundation.
3. Personal letters acknowledging all gifts and their conditions will be sent to donors.

ARTICLE X
BOOKS AND RECORDS

10.1 Maintenance. The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of the Board of Directors, and committees having any of the names and addresses of the Directors entitled to vote. All books and records of the Corporation may be inspected by any district resident or his/her agent or attorney for any proper purpose at any reasonable time.

10.2 Inspection. The books of account and minutes of the proceedings of Directors, and of any Executive Committee or other Committees of the Directors, shall be open to inspection at any reasonable time upon the written demand of any Director. Such inspection may be made in person or by an agent or attorney, and shall include the right to make photocopies and extracts.

10.3 Required Advisors. The Corporation shall select at least one of each of the following advisors to provide advice to the Corporation on an as-needed basis: (1) an attorney admitted to practice in the State of California; and (2) a licensed certified public accountant (collectively referred to as the "Selected Advisors"). The Selected Advisors shall each have experience appropriate to the issues on which their advice is sought. The Selected Advisors shall have no financial interest in any contract or other transaction entered into by the Corporation (other than the payment of compensation for their professional services).

ARTICLE XI
ANNUAL
REPORT

The Board of Directors shall report annually to the Governing Board of the Southwestern Community College District as to the administration of the Corporation's funds, subdivisions, Corporation activities, and programs. Such report shall include the annual audit by a certified public accountant and a narrative summary of Corporation activities. The report shall be published in such organization publications as the District Governing Board shall designate.

ARTICLE XII
PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order Revised (1943) shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with the Articles of Incorporation, these Bylaws, or applicable law.

ARTICLE XIII
AMENDMENT

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority vote of the directors present at any regular or special meetings of the Board of Directors at which a quorum is present, if at least ten (10) days written notice is given of intention to alter, amend or repeal or to adopt new Bylaws at such a meeting.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

- 1. That I am the duly elected and acting Secretary of Southwestern College Foundation.
- 2. That the foregoing Bylaws constitute the Bylaws of the said Corporation adopted on August 9, 2019, by resolution of the Corporation's Board of Directors.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of the said Corporation this 24 day of September, 2019, at Chula Vista, California.


Halé Richardson, Secretary

