

**AMENDED AND FULLY RESTATED  
BYLAWS**

**THE UNIVERSITY FOUNDATION AT SACRAMENTO STATE  
a California Nonprofit Public Benefit Corporation**

**1. NAME AND OFFICES OF THE CORPORATION**

**1.1 Name.** The name of this corporation is The University Foundation at Sacramento State.

**1.2 Location of Principal Office.** The principal office for the transaction of the activities and affairs of the Corporation is located in the County of Sacramento, California. The Board of Directors ("Board") may change the principal office from one location to another. Any such change shall be noted on these Bylaws opposite this Section, or this Section may be amended to state the new location.

**1.3 Location of Other Offices.** The Board may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to conduct its activities.

**2 PURPOSES AND LIMITATIONS.**

**2.1 Purposes.** The principal purpose of this Corporation is to further the purposes and objectives of the California State University, Sacramento ("Sacramento State"), including but not limited to the acquisition and management of bequests, endowments and other gifts in the furtherance of the purposes and objectives of Sacramento State.

**2.2 Dedication of Assets.** This Corporation's assets are irrevocably dedicated to the charitable and educational purposes of Sacramento State. No part of the net earnings, properties, or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any Director or officer of the Corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to one or more nonprofit funds, foundations or corporations organized and operated for the benefit of Sacramento State and that has established its exempt status under Internal Revenue Code Section 501(c)(3). Such funds, foundations or corporations shall be selected by the Board of Directors of this Corporation and approved by the President of Sacramento State and by the Chancellor of the California State University. In the alternative, upon dissolution of the Corporation, the net earnings, properties, or assets of this Corporation, other than trust funds, shall be distributed to Sacramento State.

### 3. **MEMBERSHIP.**

**3.1 Members.** The Corporation shall have no members. Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board. All rights which would otherwise vest in the members shall vest in the directors.

**3.2 Associates.** Nothing in this Section 3 shall be construed as limiting the right of the Corporation to refer to persons associated with it as "members" even though such persons are not members, and no such reference shall constitute anyone a member within the meaning of Section 5056 of the California Nonprofit Corporation Law. The Corporation may confer by amendment of its Articles or of these Bylaws some or all of the rights of a member, as set forth in the California Nonprofit Corporation law, upon any person or persons who do not have the right to vote for election of directors or on a disposition of substantially all of the assets of the Corporation or on a merger or on a dissolution or on changes to the Corporation's Articles or Bylaws, but no such person shall be a member within the meaning of said Section 5056.

### 4. **BOARD OF DIRECTORS**

#### 4.1 **Powers of Directors.**

(a) **General Corporate Powers.** Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law, the California Education Code, the California Code of Regulations, any other applicable laws, and the policies of the Board of Trustees of the California State University, the activities, business, and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors (the "Board").

(b) **Specific Powers.** Without prejudice to the general powers set forth in Section 4.1(a) of these Bylaws, but subject to the same limitations, the Board shall have the following powers in addition to other powers enumerated in these Bylaws:

- (i) to select and remove at the pleasure of the Board, all officers, agents, and employees; to prescribe powers and duties for them as may be consistent with law, the Articles of Incorporation, and these Bylaws; to fix their compensation; and to require from them security for faithful service.
- (ii) to conduct, manage, and control the affairs and activities of the Corporation and make such rules and regulations for this purpose, consistent with law, the Articles of Incorporation, and these Bylaws, as they may deem to be in the best interests of this Corporation.
- (iii) to adopt and use a corporate seal, and alter the form of seal.

- (iv) to borrow money and incur indebtedness on behalf of the Corporation, and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

(c) **Delegation of Management.** The Board may delegate the management of the activities of the Corporation to any person or persons, a management company, or committees however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate power shall be exercised under the ultimate direction of the Board.

#### 4.2 **Number and Qualifications.**

(a) **Authorized Number.** The Board shall consist of at least eleven (11) but no more than thirty five (35) directors (individually, a “Director” and collectively, the “Directors”) until changed by amendment to these Bylaws. The exact number of Directors shall be fixed within those limits by resolutions adopted by the Board from time to time.

(b) **Qualifications for Directors.** Title 5 of the California Code of Regulations Section 42602(b)(2) requires that the Board to have voting membership from the following categories: (a) administration and staff; (b) faculty; (c) non-campus personnel; and (d) students. As such, one or more of the Directors shall be from each of the following categories, all full voting members:

- (i) Faculty of Sacramento State;
- (ii) ASI President;
- (iii) A minimum of six (6) non-campus (i.e., community members) personnel interested in pursuing fund raising activities and promoting the interests of Sacramento State;
- (iv) The President of Sacramento State (the “President”);
- (v) A member of the Alumni Association Board as designated by the Alumni Association Board Executive Committee; and
- (vi) Vice President of University Advancement.

Persons serving pursuant to categories (i), (ii), (iv), (v) and (vi) above shall be deemed to serve on the Board ex-officio.

If, in any fiscal year, a majority of the funding of the Corporation is received from student fees collected on a campus or systemwide basis, at least a majority of the

Board shall consist of California State University students with full voting privileges. This paragraph shall only be applicable to effectuate a change in the membership of the Board if the California State University Board of Trustees determines that there is no legal or contractual barrier to changing the governing structure of this Corporation.

(c) **Restriction on Interested Persons as Directors.** No more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. An interested person is (i) any person compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as director; and (ii) any brother, sister, ancestor, descendent, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the Corporation.

**4.3 Appointment.** All members of the Board shall be appointed by the President and ratified by the Board at a regular Board meeting.

**4.4 Term of Office.** The term of a Director shall be three (3) years. The members of the Board shall be classified so that the terms of office of one-third (1/3) of the authorized number of appointed Directors shall expire each year. Each Director shall hold office a maximum of three (3) terms. Any Director who is appointed to fill the unexpired portion of a term arising from a vacancy will nonetheless be considered to have completed a term notwithstanding the fact that the term will have been less than three (3) full years. Officers who are Directors may serve one (1) year beyond the maximum three (3) term limit if necessary to complete their term as an officer. Further, a Board Chair who serves one (1) year beyond the maximum three (3) term limit to complete the Board Chair's term as an officer may serve one (1) additional year as a Director to complete a term as Past Chair. In the event of a change in the number of Directors, the staggering of terms shall be maintained so that approximately one-third (1/3) of the number of appointed Directors shall expire each year. A leave of absence may be granted to a Director for up to one (1) year at the discretion of the Board.

**4.5 Vacancies on Board.**

(a) **Events Causing Vacancy.** A vacancy or vacancies on the Board shall exist on the occurrence of any of the following: (i) the death or resignation of any Director; (ii) the declaration by Board resolution of a vacancy of the office of a Director who has been declared of unsound mind by an order of court or convicted of a felony or found by final order or judgement of any court to have breached a duty under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law; (iii) the increase of the authorized number of Directors; (iv) the termination of employment with Sacramento State of a Director who is from the administration/staff or faculty, or (v) the termination of student status of a student Director. In addition, any or all Directors may be removed, with or without cause, by the President or by a majority of the number of Directors then in office.

(b) **Resignations.** Except as provided below, any Director may resign by giving written notice to the Board Chair, or to the President or the 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. No Director may resign if the Corporation would then be left without a duly elected Director or Directors.

(c) **Filling Vacancies.** Vacancies on the Board shall be filled by appointment by the President of Sacramento State for the balance of the unexpired term. A vacancy in an ex-officio classification shall be filled by a person associated with the same classification.

(d) **No Vacancy on Reduction of Number 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.

#### **4.6 Directors' Meetings.**

(a) **Place of Meetings.** Regular or special meetings of the Board may be held at any place within or outside California that the Board may designate or, if not so designated, meetings shall be held at the Corporation's principal office. Notwithstanding the above provisions of this Section, a regular or special meeting of the Board may be held at any place consented to in writing by all Board members, either before or after the meeting. If such consents are given, they shall be filed with the minutes of the meeting. All meetings of the Board shall be open and public, and all persons shall be permitted to attend any such meetings, except as otherwise provided in these Bylaws or in any applicable law or regulation.

(b) **Meetings by Telephone or Other Equipment.** Any meeting may be held by conference telephone, video screen communication or other communication equipment. Participation in a meeting under this Section 4.6(b) shall constitute presence in person at the meeting if both of the following apply:

(i) Each Director participating in the meeting can communicate concurrently with all other Directors; and

(ii) Each Director 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 Board.

(c) **Annual Meeting.** The Board shall hold an annual meeting for the purpose of organization, selection of Directors and officers, and the transaction of other business. Annual meetings of the Board shall be held in the second calendar quarter prior to the end of the fiscal year.

(d) **Other Regular Meetings.** Two other regular meetings of the Board shall be held on such date and time and at such place as the Board shall annually establish by resolution.

(e) **Special Meetings.**

(i) **Authority To Call.** Special meetings of the Board for any purpose may be called at any time by the Board Chair, the President or any Vice Chair, or the Secretary or any two Directors.

(f) **Notice of Regular and Special Meetings.**

(i) **Manner of Giving Notice.** Notice of the time and place of all Board meetings shall be given to each Director by (a) personal delivery of written notice; (b) first-class mail, postage prepaid; (c) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate that notice promptly to the Director; (d) facsimile; (e) electronic mail; or (f) other electronic means. All such notices shall be given or sent to the Director's address or telephone number as shown on the Corporation's records.

(ii) **Time Requirements.** Notices of meetings of the Board sent by first-class mail shall be deposited in the United States mails at least seven (7) days before the time set for the meeting. Notices given by personal delivery, telephone, electronic mail, or facsimile shall be delivered, telephoned, or sent, respectively, at least forty eight (48) hours before the time set for the meeting.

(iii) **Notice Contents.** The notice of a meeting of the Board shall state the time of the meeting, the place if the place is other than the principal office of the Corporation, and the agenda for the business to be transacted at the meeting, including a description of the issues on which Board action will be required. No other business shall be considered at such meeting.

(iv) **Public Notice.** The notice of each meeting shall be publicly posted for not less than seven (7) calendar days prior to the date of the meeting and shall be given by personal delivery or by first-class mail, postage prepaid, to any individual or entity that has filed a written request for notice with the Corporation. Any such request for notice filed pursuant to this provision shall be valid for one (1) year from the date on which it is filed unless a renewal request is filed.

(g) **Quorum.** A majority of the authorized number of Directors 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 Public Benefit Corporation Law, including, without limitation, those provisions relating to (i) approval of contracts or transactions in which a Director has a direct or indirect material financial interest; (ii) approval of certain transactions between Corporations having common directorships, (iii) creation of and appointments to committees of the Board, and (iv) 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.

(h) **Waiver of Notice.** Notice of a meeting need not be given to any Director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any Director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

(i) **Adjournment.** A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

(j) **Notice of Adjourned Meeting.** Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than twenty four (24) hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the Directors who were not present at the time of the adjournment.

(k) **Closed Sessions of the Board.** Notwithstanding the requirement of public meetings, the Board may hold closed sessions to consider matters relating to litigation, collective bargaining, or the appointment, employment, evaluation of performance, or dismissal of an employee. For the purposes of this provision, “employee” does not include any person elected or appointed as an officer of this Corporation. The Board, upon a favorable majority vote of the Directors, may also hold a closed session to discuss investments where a public discussion could have a negative impact on the Corporation’s financial situation. In such case, a final decision of the Board shall only be made during a public session.

**4.6 Contracts with Directors.** No Director shall be financially interested in any of the following contracts or other transactions entered into by the Board, and any such contract or transaction entered into in violation of this provision is void:

- (a) The contract or transaction is between this Corporation and a Director.
- (b) The contract or transaction is between this Corporation and a partnership or unincorporated association of which any Director is a partner or in which he or she is the owner or holder, directly or indirectly, of a proprietorship interest.
- (c) The contract or transaction is between this Corporation and a corporation in which any Director is the owner or holder, directly or indirectly, of five percent (5%) or more of the outstanding common stock.
- (d) A Director is interested in a contract or transaction within the meaning of this provision if, without first disclosing such interest to the Board at the public meeting of the Board, such Director influences or attempts to influence another Director or Directors to enter into the contract or transaction.

No contract or other transaction entered into by the Board is void under these provisions, nor shall any Director be disqualified or deemed guilty of misconduct in office under these provisions, if (i) the fact of such financial interest is disclosed or known to the Board and noted in the minutes, and the Board thereafter authorizes, approves, or ratifies the contract or transaction in good faith by a vote sufficient for the purpose without counting the vote or votes of such financially interested Director or Directors, and (ii) before authorizing or approving the contract or transaction, the Board considers and in good faith decides after reasonable investigation that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances, and (iii) the contract or transaction is fair and reasonable as to this Corporation at the time it is authorized or approved, and the Corporation is entering into the contract or transaction for its own benefit.

No Director shall utilize any information, not a matter of public record, which is received by him or her by reason of his or her membership on the Board, for personal pecuniary gain, regardless of whether he or she is not a Director at the time such gain is realized.

**4.7 Compensation and Reimbursement.** Directors and members of committees shall receive no compensation for their services as Directors, but may receive just and reasonable reimbursement for expenses in attending meetings.

**4.8 Committees.**

(a) **Committees of the Board.** The Board, by resolution adopted by a majority of the Directors then in office, provided a quorum is present, may create one or more committees, each consisting of two or more Directors and no persons who are not Directors, to serve at the pleasure of the Board. All Board members will serve on at least one committee. The Board may appoint one or more Directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee, to the extent provided in the Board resolution, shall have all authority of the Board, except that no committee, regardless of Board resolution, may:

- (1) fill vacancies on any committee that has the authority of the Board;
- (2) fix compensation of the Directors for serving on the Board or on any committee;
- (3) amend or repeal Bylaws or adopt new Bylaws;
- (4) amend or repeal any Board resolution that by its express terms is not so amendable or repealable;
- (5) create any other committees of the Board or appoint members of committees of the Board;

- (6) expend corporate funds to support a nominee for Director after more people have been nominated for Director than can be elected; or
- (7) approve any contract or transaction to which the Corporation is a party and in which one or more Directors has a material financial interest, except as special approval is provided for in Section 5233(d)(3) of the California Corporations Code.

(i) **Executive Committee.** The Board shall have an Executive Committee consisting of not less than three (3) Directors. Appointments to the Executive Committee shall be made by a majority vote of the Board and shall include the Board Chair, President or Vice President of University Advancement as his or her designee, Past Chair, Vice Chair, Secretary, Treasurer, and Committee Chairs of the Corporation, to the extent any such persons are then Directors. If any such persons are not members of the Board, he or she may be invited to attend meetings of the Executive Committee, but he or she shall have no vote and shall not be considered members of the Executive Committee for purposes of a quorum.

The Executive Committee shall have all the authority of the Board at times when it is not convenient for the Board to act at a special meeting except with respect to those matters described in Paragraph 4.8(a) and to any expenditures in excess of ten thousand dollars (\$10,000).

(ii) **Audit Committee.** The Board shall have an Audit Committee consisting of not less than three (3) Directors. However, membership shall be subject to the following restrictions: the Corporation's staff shall not be members; the chairperson of the Audit Committee may not be a member of the Corporation's finance committee; and fifty percent (50%) or more of the Audit Committee members may not be members of the finance committee. The Audit Committee shall be under the supervision of the Board and shall be responsible for: (i) recommending to the Board the retention and termination of the independent auditor; (ii) negotiating the auditor's compensation on behalf of the Board; (iii) conferring with the auditor to assure that the Corporation's financial affairs are in order; (iv) reviewing and determining whether to accept the audit; (v) assuring that any nonaudit services performed by the auditor conform with standards for auditor independence set forth in the Government Auditing Standards issued by the Comptroller General of the United States; (vi) approving the performance by the auditor of nonaudit services; and (vii) such other matters as the Board may determine. Audit Committee members may not receive compensation in excess of that, if any, provided to Board members for Board service. The Corporation shall not engage in business with any Audit Committee member or with any entities in which an Audit Committee member has a material financial interest.

(b) **Other Committees.** The Board, by resolution adopted by a majority of the Directors then in office, provided a quorum is present, may create one or more committees, each consisting of two or more Directors and persons who are community members and not Directors, to serve at the pleasure of the Board to perform such general or special duties as may from time to time be delegated to any such committee by the Board, subject to the limitations

contained in Section 4.8(a), (1)-(7). Two such committees shall be a Finance Committee and a Governance Committee. Community members may not be the Chair of the committee nor may they outnumber Board members.

(c) **Meetings and Action of Committees.** Meetings and actions of committees of the Board shall be governed by, held, and taken in accordance with the provisions of these Bylaws concerning meetings and other Board actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by Board resolution or, if there is none, by resolution of the committee of the Board. Minutes of each meeting of any committee of the Board shall be kept and shall be filed with the corporate records. The Board may adopt rules for the governance of any committee that are consistent with these Bylaws or, in the absence of rules adopted by the Board, the committee may adopt such rules.

## **5. OFFICERS.**

**5.1 Officers Of the Corporation.** The officers of the Corporation shall be a Board Chair, a Secretary, and a Treasurer, each serving two year terms. The Corporation may also have, at the Board's discretion, a Past Chair, one or more Vice Chairs, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be appointed in accordance with Section 5.3 of these Bylaws. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the Board Chair.

**5.2 Election of Officers.** The officers of the Corporation, except those appointed under Section 5.3 of these Bylaws shall be chosen by the Board and each shall serve at the pleasure of the Board, subject to the rights, if any, of any officer under any contract of employment. The Board Chair shall be appointed by the President from the Executive Committee and ratified by the Board.

**5.3 Other Officers.** The Board may appoint and may authorize the Board Chair, the President or other officer to appoint any other officers that the business of the Corporation may require, each of whom shall hold office for one year and have the title, have the authority, and perform the duties determined by the Board.

**5.4 Removal of Officers.** Without prejudice to any rights of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board or by an officer on whom the Board may confer that power of removal.

**5.5 Resignation of Officers.** Any officer may resign at any time by giving written notice to the Corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

**5.6 Vacancies in Offices.** A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office, provided that such vacancies shall be filled as they occur and not on an annual basis.

**5.7 Responsibilities of Officers.**

(a) **Board Chair.** The Board Chair shall preside at Board meetings and shall exercise and perform such other powers and duties as may be assigned by the Board or prescribed by the Bylaws. The Board Chair shall also be the Chief Executive Officer and shall supervise, direct, and control the business, activities, affairs and the officers of the Corporation. The Board Chair shall preside at all Board meetings, and in the absence of the Board Chair, a member of the Executive Committee shall be selected to preside. The Board Chair shall have such other powers and duties as the Board or the Bylaws may prescribe.

(b) **Vice Chairs.** In the absence or disability of the Board Chair, the Vice Chairs, if any, in order of their rank as fixed by the Board or, if not ranked, a Vice Chair designated by the Board, shall perform all duties of the Board Chair. When so acting, a Vice Chair shall have all powers of and be subject to all restrictions on the Board Chair. The Vice Chairs shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

(c) **Secretary.**

(i) **Book of Minutes.** The Secretary shall keep or cause to be kept, at the Corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, or committees of the Board. The minutes of meetings shall include the time of holding the meeting, the place of the meeting, whether the meeting was general or special and, if special, how authorized, the notice given, the names of those present at the Board and committee meetings. The secretary shall keep a copy of the Articles of Incorporation and Bylaws, as amended to date, at the Corporation's principal office in California.

(ii) **Notices, Seal, and Other Duties.** The Secretary shall give, or cause to be given, notice of all meetings of the Board and of committees of the Board required by the Bylaws to be given. The Secretary shall keep the corporate seal in safe custody, and shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

(d) **Treasurer.**

(i) **Books of Account.** The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director at all reasonable times.

(ii) **Deposit and Disbursement of Money and Valuables.** The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the Board may designate, shall disburse the Corporation's funds as the Board may order, shall render to the President and Directors, when requested, an account of all transactions as Treasurer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

(iii) **Bond.** If required by the Board, the Treasurer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of his office and for restoration to the Corporation of all its books, papers, vouchers, money, and other property of every kind in his possession or under his control on his death, resignation, retirement, or removal from the office.

## **6. INDEMNIFICATION.**

**6.1 Indemnification.** To the fullest extent permitted by law, this Corporation shall indemnify its Directors, officers, employees, and other persons described in Corporations Code Section 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in such section of the Corporations Code.

On written request to the Board by any person seeking indemnification under Corporations Code Section 5238(b) or Section 5238(c), the Board shall promptly decide under Corporations Code Section 5238(e) whether the applicable standard of conduct set forth in Corporations Code Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification.

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Section 6 of these Bylaws in defending any proceeding covered by such Section shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the Corporation for those expenses.

**6.2 Insurance.** The Corporation shall have the power to purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of this Section 6, provided, however, that a Corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the Corporation for a violation of Section 5233 of the California Nonprofit Public Benefit Corporation Law.

**6.3 Nonapplicability to Fiduciaries of Employee Benefit Plans.** This Section 6 does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent of the Corporation as defined in Section 6.1 of these Bylaws. The Corporation shall have power to indemnify such trustee, investment manager, or other fiduciary to the extent permitted by Section 207(f) of the California General Corporation Law.

## **7. RECORDS AND REPORTS.**

**7.1 Maintenance of Corporate Records.** The Corporation shall keep the original or a copy of its Articles of Incorporation and Bylaws, adequate and correct books and records of account, and written minutes of the proceedings of the Board and its committees. They shall be kept as such place or places as designated by the Board or, in the absence of any such designation, at the principal office of the Corporation.

**7.2 Inspection by Directors.** Each Director shall have the absolute right at any reasonable time to inspect and copy, personally or by any agent or attorney, all books, records, and documents of every kind and to inspect the physical properties of the Corporation for a purpose reasonably related to the Director's interests as a Director.

## **8. ENDORSEMENT OF DOCUMENTS; CONTRACTS.**

The Board may authorize one or more officers, agents or employees to enter into any contract or to execute any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances and, unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, to pledge its credit or to render it liable for any purpose or in any amount.

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 thereof executed or entered into between the Corporation and any other person, when signed by the Chairman of the Board, the President, or any Vice President and the Secretary, any Assistant Secretary, the Treasurer, or any Assistant Treasurer of the Corporation shall be valid and binding on the Corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board, and, unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose.

## **9. FINANCIAL STATEMENTS.**

**9.1 Annual Reports.** The Corporation shall cause to be sent to each Director not later than one hundred twenty (120) days after the close of its fiscal year, an annual report containing the following information in appropriate detail:

(a) A balance sheet as of the end of the fiscal year, an income statement, and statement of changes in financial position for the fiscal year, all audited by an independent certified public accountant.

(b) Any information required by Section 6322 of the California Corporations Code relating to annual statements of certain transactions and indemnifications.

(c) The Corporation shall otherwise fully comply with any mandatory disclosure requirements now or hereafter in effect under the California Nonprofit Corporation Law.

**9.2 Publication.** The Corporation shall annually publish the audited statement of its financial condition described in Section 9.1(a), which statement shall be disseminated as widely as feasible and be available to any person on request. Publication in the Sacramento State campus student newspaper shall be deemed compliance with the dissemination requirement.

**10. CHECKS, DRAFTS OR OTHER ORDERS FOR PAYMENT OF MONEY.**

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to the Corporation and all securities owned or held by the Corporation requiring signature for transfer shall be signed or endorsed by such person or persons and in such manner as from time to time shall be determined by the Board.

**11. CONSTRUCTION AND DEFINITIONS.**

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular and the term "person" includes both a legal entity and a natural person.

**12. AMENDMENTS.**

New Bylaws may be adopted, or these Bylaws may be amended or repealed, by approval of the Board.

**CERTIFICATE OF SECRETARY**

I certify that I am the duly elected and acting Secretary of The University Foundation at Sacramento State, a California nonprofit public benefit corporation; that these Amended and Fully Restated Bylaws, consisting of [15] pages, are the Bylaws of this Corporation as adopted by the Board of Directors on September 14, 2018, 2018; that these Bylaws have not been amended or modified since that date.

Executed on 10/1, 2018, at Sacramento, California.

  
\_\_\_\_\_  
Holly Tiche, Secretary