

**AMENDED BYLAWS
OF
VICTOR VALLEY COLLEGE DISTRICT FOUNDATION, INC.**

ARTICLE I. OFFICES

Section 1.01. Principal Office. The principal office of the Victor Valley College District Foundation, Inc. (hereinafter referred to as the "Foundation"), for its transaction of business is located at Victor Valley College, 18422 Bear Valley Road, Victorville, San Bernardino County, California 92395.

Section 1.02. Mailing Address. The mailing address of the Foundation, for the transaction of business, is 18422 Bear Valley Road, Victorville, California 92395.

Section 1.03. Change of Address. The Board of Directors of the Foundation is hereby granted full power and authority to change the principal office of the Foundation from one location to another in the County of San Bernardino, California. Any such change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws.

ARTICLE II. MEMBERS AND DONORS

Section 2.01. Directors and Trustees only Members. The persons who are Directors and Trustees of this Foundation from time to time, shall be its only members; otherwise, this Foundation shall have no members, as provided in Section 5310 of the *Corporations Code* of the State of California, as from time to time amended.

Section 2.02. Vesting of Authority. Subject to the authority from time to time expressly vested in the Executive Committee of the Board, any and all action required of this Foundation shall be accomplished by a vote or written consent of the Board of Directors, in which all corporate powers and authority shall be ultimately vested.

Section 2.03. Donors.

- a) **Advisory Council Members:** The Foundation may establish and maintain an Advisory Council, which shall be composed of members of the general public, business, industry and others interested in furthering the purposes, objectives and interests of the Foundation. The members of the Advisory Council shall not be members of the Foundation, as provided in Section 5310 of the *Corporations Code* of the State of California. They shall not be entitled to vote on corporate matters and shall not be entitled to obligate the Foundation. The number of members of the Advisory Council and the manner in which they are chosen and may be removed, to whom they are directly responsible, and their qualifications, leadership, rights, duties and powers shall be as set forth in these Bylaws, and such applicable policies and procedures as may, from time to time, be adopted.

- b) **Emeritus Council Members:** The Foundation may establish and maintain an Emeritus Council, which shall be comprised of members who have been appointed per Section 3.04(b) of these bylaws. Emeritus Council Members having been donors and previously served as directors for the Foundation are recognized for having experience and expertise that continue to be valuable to the organization as lifetime advisors to the Foundation Board.

- c) **General.** The Foundation shall accept funds, donations and contributions from business, industry, government entities, institutions, members of the general public, and other foundations and charitable organizations, for the purposes of operating the Foundation and carrying on the purposes for which the Foundation was organized. The Foundation shall give appropriate acknowledgement for all contributions and donations, in a manner from time to time established by the Board of Directors. The Foundation shall adopt and implement appropriate policies and procedures governing the solicitation, acquisition, holding, investment and disposition of such funds, donations and contributions; and shall exercise reasonable caution to ensure that no fund, contribution or donation will adversely affect the non-profit, charitable status of the Foundation.

Section 2.04 Donors not Members. No person shall, by the giving of any funds, donation or contribution be afforded any rights or status of membership, unless that person is also a Director and Trustee.

Section 2.05. Donor Records. The Treasurer of the Foundation shall maintain a record of donors and contributors, their names, addresses and amounts of contribution, for each fiscal year of the Foundation. The record shall be maintained with the books and records of the Foundation, and shall be available for inspection, as provided in Chapter 13 of Part 2, Division 2 of the *Corporations Code* of the State of California.

Section 2.06. Non-liability of Donors and Contributors. A donor or contributor to the Foundation shall not, because of such donation or contribution, be personally liable for any debt, obligation, or liability of the Foundation.

ARTICLE III. DIRECTORS

Section 3.01. Number of Elected Directors. The Foundation shall have not more than thirty-three (33) voting Directors who shall also be the Trustees of the Foundation. The number of Directors may be changed from time to time, by an amendment to these Bylaws duly adopted by approval of the Board of Directors. The Board shall be comprised of two (2) members from the Administration of Victor Valley College, one (1) member of the Faculty of Victor Valley College, one (1) member of the classified staff of Victor Valley College, one (1) member from the Student Body of Victor Valley College and 28 members from the community at large.

Section 3.02. Qualifications. The Directors of the Foundation shall be residents of the State of California, of lawful age and not in violation of any provision of Section 3.09 of these Bylaws; and, shall possess and demonstrate the abilities to, and shall advance the purposes of the Foundation as set forth in the Articles of Incorporation. No person either directly or indirectly employed by or for the Foundation shall be eligible to serve as a Director.

Section 3.03. Terms of Office. Each Member of the Board of Directors who represents the Administration of Victor Valley College may hold office for a term of two (2) years; each member who represents the Faculty, the Classified or the Student Body of Victor Valley College, may hold office for a term of one (1) year; and, each Member who represents the community-at-large may hold office for a term of three (3) years, all pursuant to Section 5220 of the Corporations Code of the State of California as, from time to time, amended; or until such Director's successor is elected and qualified under Section 3.02 of these Bylaws. In the event;

however, that a Director is removed, such Director's term shall terminate upon his or her removal, irrespective of whether or not, and when his or her successor is elected and qualified.

Each Director's term shall commence on the first day of July following his or her election and qualification to the Board. One third of the members of the Board of Directors holding three (3) year terms of office and all of the Directors holding one (1) year terms of office shall stand for election each year, in accordance with the provisions of Section 3.05 of these Bylaws. Directors so elected to such full terms shall hold the offices to which they have been elected and qualified. Directors who have been appointed or elected to the balance of the existing term of office, shall hold the offices for the balance of the full term.

The Foundation shall maintain appropriate records concerning the membership of the Board of Directors, including the terms of each office, and the names, addresses, telephone numbers and other relevant data concerning each Director.

Section 3.04. Ex-Officio and Emeritus Representatives.

- (a) Ex-Officio Representatives: The Foundation may also have as ex-officio representatives any person who by virtue of their position may assist the Foundation through an advisory capacity in the accomplishment of its purpose. Among these shall be two (2) members of the Victor Valley College Board of Trustees. These representatives shall not be considered Directors, nor have the right to vote.
- (b) Emeritus Council Members: The Foundation may recognize an unlimited number of Emeritus Council Members. Emeritus Council Members shall be appointed as lifetime honorary advisors to the Board in recognition of demonstrated commitment to the Foundation as an Elected Director. Elected Directors shall be eligible for consideration of Emeritus Council Member recognition only after serving a minimum of three consecutive regular terms on the Board. Emeritus Council Members shall not be considered Directors, nor have the right to vote.

Section 3.05. Nomination. Persons shall be nominated to serve as Directors for the terms, which will expire on the last day of June each year, or to be appointed as Director Emeritus, during the preceding month of April. The Board may delegate the nomination of such persons to the Board Development / Nominating Committee, which shall be established by and serve as a Committee of the Board of Directors. Any person qualified to be a Director under Section 3.02 of these Bylaws, may be nominated by the method of nomination authorized by the Board of Directors, and if none, by any other method authorized by law. The recommendations of the Board of Trustees, Administration, Faculty Senate, Classified Staff and Student Body, for their respective representative Director shall be given due consideration.

Section 3.06. Election. The Directors seeking full terms and those nominated for Emeritus Council status shall be elected or approved at the regularly scheduled May meeting as prescribed by Section 3.07 of these Bylaws. That number of candidates for positions which are or will be vacant at the end of June, which receive the highest number of votes shall be elected. Elected Directors shall be installed during the month of June following their election and qualification to the Board. Directors shall be eligible for re-election without limitation on the number of terms they may serve, provided they continue to meet the qualifications required by Section 3.02 of these Bylaws. Emeritus Council Members shall be appointed individually by majority vote of elected directors seated at the time of their nomination.

Section 3.07. Compensation. Directors shall serve without compensation, except that they may be allowed and reimbursed their actual and necessary expenses incurred in attending meetings of the Board of Directors and its committees, and in otherwise performing other services

on behalf of the Foundation, upon the prior approval of the Executive Committee or the Board of Directors.

Section 3.08 Meetings.

- (a) Annual and Scheduled Meetings. An annual meeting of the Board of Directors shall be held without call or notice on the second Wednesday of each May, at the hour of 7:00 a.m. Monthly meetings of the Board of Directors shall be held, without call or notice, on the second Wednesday of July, September, November, January and March, at the hour of 7:00 a.m.
- (b) Special Meetings. Special meetings of the Board of Directors may be called by the President or any two (2) other Directors; and shall be held on four (4) days' notice if called by first-class mail, postage prepaid, or on forty-eight (48) hours' notice if delivered personally or by telephone, telegraph, facsimile, voice-mail, or other system or technology that records and communicates messages. Notice of the special meetings need not be given to any Director who signs a waiver of notices or a written consent to holding the special meeting, who approves of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of such notice to such Director. All such waivers, consents and approvals shall be filed with corporate records or made a part of the minutes of meetings. A record shall also be made of all attendance without protest, in the minutes of such meeting.
- (c) Place of Meetings. All meetings of the Foundation's Board shall be held in the Foundation Board Room at the Student Activities Center at Victor Valley College, unless otherwise so noticed; or such other location within the State of California as may, from time to time, be designated by resolution of the Board of Directors.
- (d) Quorum. A majority of the number of elected and sitting Directors shall constitute a quorum of the Board of Directors for the transaction of business, except as hereinafter provided. The items on the agenda for any meeting which a quorum is not present, may be considered at the next regularly scheduled meeting, or at a special meeting called for the consideration thereof, at which meeting, and for which items only, a quorum shall be constituted of one-third (1/3) of the elected and sitting Directors.
- (e) Action in the Absence of a Quorum. Notwithstanding the absence of a quorum of the Board of Directors at the annual, scheduled or any duly noticed special meeting of the Board of Directors, the Executive Committee (if a quorum of its membership is then present) shall have the authority to take action on such agendaed items as is necessary or appropriate for carrying out the essential business of the Foundation. Once assumed, such authority shall continue to exist until the next meeting of the Board of Directors at which a quorum is present. No ratification shall be required of any action taken on "necessary" matters, it being deemed given hereby; however, ratification shall be required of any action taken on "appropriate" items, at the next regularly scheduled meeting of the Board of Directors at which a quorum is present. A meeting at which a quorum is not present, may also be adjourned as provided in Section 3.07 (h) of these Bylaws, and agendaed items may be individually or collectively considered by the Board of Directors, as provided in Section 3.08 of these Bylaws, or as otherwise permitted by law.
- (f) Transactions of Board. Except as otherwise provided in the Articles of Incorporation, in these Bylaws, or by law, every act done or decision made by a majority of the Directors present at a meeting, which is duly held and at which a quorum is present, is an act of the Board of Directors. Once a quorum has been established at any

meeting and notwithstanding the subsequent departure of some Directors, the remaining Directors can continue to transact business if any action taken is approved by at least a majority of the required quorum for such meeting, or such greater number as is required by law, or these Bylaws.

- (g) Conduct of Meetings. Subject to Article IV, the President shall preside at all meetings of the Board of Directors; except that, in his or her absence, the meeting shall be chaired by the Vice President of Resource Development, the Vice President of Public Affairs, the Vice President of Sustaining Funds, Vice President of Affiliates, Vice President of Community Partnerships or any member of the Executive Committee (in that order), or by any Director selected by a majority of the Directors present. The Secretary, or in the Secretary's absence any person appointed by the presiding officer, shall carry out the duties of the Secretary at each meeting. Members of the Board of Directors may participate in any meeting through use of conference telephone, electronic video screen communication or other similar communications equipment, so long as all Directors participating in such meeting can communicate with each other, is provided the means of participating in all matters before the Board of Directors, including the capacity to propose, or to interpose an objection, to a specific action to be taken by the Board of Directors; and that the Foundation has verified that the electronic participant and all Directors in attendance are lawfully entitled to participate in the meeting, and that the statements, questions, actions and votes were made by the electronically participating Director and not another person not permitted to participate as a Director. Such electronic participation shall constitute personal presence at the meetings; and a full record of such proceedings shall be made and maintained in the records of the Foundation.
- (h) Adjournment. A majority of the Directors present at any meeting of the Board of Directors, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another place and/or time must be given at least twelve (12) hours prior to the time of the reconvened meeting, to all Directors who were not present at the time of the adjournment.

Section 3.09 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 individually or collectively consent to such action in writing. Notwithstanding, if the Executive Committee proposes that action be taken by the Board of Directors, notice of that proposed action shall be circulated to all Directors and, if not objected to by any Director within fifteen (15) days thereof, shall be deemed approved and become the action of the Board of Directors. Records of action taken by written consent and Executive Committee action shall be filed with the minutes of the proceedings from the Board of Directors, and shall have the same force and effect as the unanimous vote of such Directors.

Section 3.10 Removal of Directors for Cause. The Board of Directors may remove and declare vacant the office of any Director on the occurrence of any of the following events.

- (1) Unsound mind. The Director has been declared to be of unsound mind by the final order or judgment of a court of competent jurisdiction;
- (2) Felon. The director has been convicted of a felony;
- (3) Breach of Statutory Duties. The Director has been found by a final order or judgment of a court of competent jurisdiction to have breached any duties imposed by Section 7238 of the *Corporations Code* of the State of California upon directors who perform functions with respect to assets held in charitable trust;
- (4) Conflicts of Interest. The Director has been found by majority of the elected and sitting Directors to have knowingly violated any of the Conflicts of Interest policies, procedures or rules which have been, from time to time, adopted by the Board of Directors;

- (5) Non-Participation. The Director, in any twelve (12) month period, has failed to attend at least one-half (1/2) of the annual regular meetings of the Board of Directors, and to attend at least one-third (1/3) of the regular meetings of the Committees to which that Director has been assigned.

Section 3.11. Resignation of Director. Any Director may resign his/her directorship, effective upon giving written notice thereof to the Chairman of the Board of Directors/President or the Secretary, or upon acceptance thereof by the full Board of Directors, unless the notice specifies a later time of the effectiveness of such resignation is effective at a future time, a successor may be elected to take office when such resignation becomes effective.

Section 3:12. Leave of Absence. Any Director may request a Leave of Absence from his/her directorship upon giving written notice thereof to the Chairman of the Board of Directors / President or to the Secretary. A Leave of Absence may only be granted by the full Board of Directors and any temporary replacement for this Director may also only be appointed by the full Board of Directors.

Section 3:13. Vacancies on the Board.

- (a) Causes. Vacancies on the Board of Directors shall be deemed to exist on the death, resignation or removal of any Director; whenever the number of authorized Directors is increased; and on the failure of the Board of Directors, in any election, to elect the full number of Directors that are from time to time authorized.
- (b) Filling Vacancies by Director. Vacancies created by the removal of Directors shall be filled only by the approval of the Board of Directors, as provided in Section 5224 of the *Corporations Code* of the State of California.

Section 3:14. Committees of the Board

The Board shall be authorized to have committees assist it in the conduct of business.

- (a) Executive Committee. An Executive Committee, consisting of seven (7) elected Officers, the Past-President (or in his/ her absence a member-at-large duly elected by the Board of Directors), and the College President /Superintendent, shall conduct such business as is authorized by the Board of Directors. A duly authorized statement of qualifications, roles, duties and limitations of authority shall be maintained in the official records of the Foundation.
- (b) Standing Committees. Standing Committees of the Board shall include:
- (1) Resource Development Committee
 - (2) Recognition & Outreach Committee
 - (3) Programs & Allocations Committee
 - (4) Campus Connections Committee
 - (5) Operations Committee
 - (6) Investment & Finance Committee

Each Standing Committee shall be chaired by a designated Vice President or any such other Director appointed by the President. All members of each Standing Committee must be current Members of the Board of Directors. Duly authorized statements of the qualifications, roles, duties and limitations of authority for each Standing Committee shall be adopted by the Board of Directors and maintained in the official records of the Foundation.

- (c) Sub-Committees & Task Forces. Sub-Committees and Task Forces will support the work of Standing Committees as needed.
- (1) Sub-Committees will generally serve the organization for a minimum of one full year. At least two (2) elected members of each Sub-Committee must be current Members of the Board of Directors; however, other positions on the Standing Sub-Committees (unless prohibited by the Board of Directors may be members of the Advisory Council, providing that they shall have only those powers, rights and duties of members of the Advisory Council. Duly authorized statements of the qualifications, roles, duties and limitations of authority for each Sub-Committee shall be adopted by the Board of Directors and maintained in the official records of the Foundation.
 - (2) Task Forces shall serve the organization for only the term as needed to carry out a specific objective as designated by the Board of Directors. At least two (2) elected members of each Task Force must be current Members of the Board of Directors; however, other positions on the Standing Sub-Committees (unless prohibited by the Board of Directors may be members of the Advisory Council, providing that they shall have only those powers, rights and duties of members of the Advisory Council.
- (d) Advisory Council. The Foundation may establish and maintain an Advisory Council, pursuant to the provisions of Section 2.03 of these Bylaws; which shall be composed of members of the general public, business, industry and others interested in furthering the purposes, objectives and interests of the Foundation. A duly authorized statement of their qualifications, roles, duties and limitations of authority shall be adopted by the Board of Directors and maintained in the official records of the Foundation, which Statement shall expressly provide that: (1) they shall not be members of the Foundation; (2) they may serve on designated Standing Sub-Committees of the Board of Directors, subject to the provision of Section 3.13 (c) of these Bylaws; (3) they shall not be entitled to vote in fiscal matters, matters of policy, or any corporate matter, except that they can be expressly authorized to vote on matters of policy by unanimous consent of the Board of Directors; (4) they shall not be entitled to, in any manner and either directly or indirectly, obligate the Foundation; (5) they shall not be permitted to handle any corporate funds or liquid assets; and (6) they shall be subject to such other limitations as may, from time to time, be imposed by the Board of Directors.
- (e) Other Committees and Sub-Committees. In addition to the Standing Committees and Sub-Committees herein authorized, the Board of Directors may, from time to time, establish such additional Committees and Sub-Committees as it deems appropriate. Members of all Committees must be current members of the Board of Directors; and at least two (2) elected members of each Sub-Committee must be current members of the Board of Directors. Additional members of Sub-Committees may be permitted by the Board of Directors to be members of the Advisory Council, subject to the limitations and restrictions contained in Section 3.13 (d) of these Bylaws. Duly authorized statements of the qualifications, roles, duties and limitations of authority must be developed by the Board and maintained in the official records of the Foundation, for each Committee and Sub-Committee established by the Board.

ARTICLE IV. OFFICERS

Section 4.01. Number and Titles. The Officers of the Foundation shall be a Chairman of the Board / President, five Vice Presidents, Secretary, Treasurer and Past President who, together with the President / Superintendent of the College, shall comprise the Executive Committee of the Foundation. The Board of Directors shall be entitled to designate positions for,

and elect Directors to, such other officer positions as shall be determined by the Board of Directors to be reasonably necessary to enable the Foundation to carry out its lawful purposes.

Section 4.02. Election, Removal, Resignation, Term and Vacancies. Directors shall be eligible for election to office by the Board of Directors; on election and acceptance of office shall serve at the pleasure of the Board of Directors, subject to the rights, if any, of an office under any contract of employment; and shall be subject to removal, without the requirement of cause, by the Board of Directors. Directors shall be elected to not more than one (1) office at a time, except upon a two-thirds (2/3) vote of the Board of Directors. All offices shall be for a term of one (1) year; and the nominations, elections and installations for which shall be conducted in the same manner and on the same schedule as for Directors. No Officer may serve more than two (2) consecutive terms in the same office, except upon two-thirds (2/3) vote of the Board of Directors; and, in no event, shall any Officer serve in the same office for more than three (3) consecutive years, as provided in Section 5213 of the *Corporations Code* of the State of California. Resignations from office shall also constitute resignation from the Board of Directors, unless such resignation is to assume another office with this Foundation or unless excused by the board of Directors for good cause. Vacancies created by removal from office may be temporarily filled by the Executive Committee, which temporary appointment shall be agendaed for approval and approved by the Board of Directors at the next regular meeting at which a quorum is present.

Section 4.03. President. The Chairman of the Board of Directors / President may be referred to as the "Chairman" or "President," as the context so dictates. He/she shall be the Chairman of the Board of Directors, in which capacity he/she shall preside at all meetings of the Board of Directors. He/she shall also be the Chief Executive Officer of the Foundation, in which capacity, but subject to the control of the Board of Directors, he/she shall have general supervision, direction and control of the business and affairs, and the Officers of the Foundation. He/she shall have the general powers and duties of management usually vested in the office of president of a corporation, in addition to those powers and duties expressly prescribed by the Board of Directors and permitted by the Bylaws. He/she shall also be an ex-officio member of all Standing Committees, except the Executive Committee which he/she, or such other Director as he/she designates and the Board of Directors approves, shall chair. Additionally, in the event that the position of Executive Director of the Foundation is temporarily or permanently vacant, the Chairman/President shall serve as the interim Executive Director of the Foundation, without compensation.

Section 4.04. Vice President(s) The Vice President(s) shall serve on the Executive Committee and he/she, or such other Director as he/ she designates and the Board of Directors approves, shall chair a Standing Committee of the Foundation to achieve the objectives assigned to it by the Board of Directors. In the absence or disability of the President, the Vice President assigned to chair the Resource Development Committee shall be the first in line to perform all the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President(s), shall have such other powers and perform such other duties as from time to time may be prescribed for him by the Board of Directors or by these Bylaws.

Section 4.05. Treasurer. The Treasurer shall serve on the Executive committee; he/she or such other Director as he or she designates and the Board of Directors approves, shall Chair the Investment / Finance Committee; and he/she shall keep, maintain and present to the Directors adequate records and account of the properties and business transactions of the Foundation, including its budgets and accounts of its assets, liabilities, receipts, disbursements, gains and losses. Under the treasurer's guidance and direction, the Investment/Finance Committee shall develop and submit to the Board of Directors for adoption and implementation, appropriate policies and procedures governing the acquisition of property; the receipt, investment, handling and disbursement of funds; and such other fiscal matters as it deems necessary or appropriate. The records and books of account shall, at all reasonable times, be open to reasonable inspection by any director. All monies received by the Foundation shall be booked

and deposited, by Treasurer in such bank and/or investment accounts, in the name of the Foundation, as have been authorized by the Board of Directors; and withdrawals there from shall, for lawful and authorized purposes, be made by check upon the signature of the Treasurer, and the President, Executive Officer or other authorized Officer of the Foundation. The Treasurer shall exercise due and reasonable caution to ensure that the receipt, handling and disbursement of no funds will adversely affect the non-profit, charitable status of the Foundation; shall maintain a reasonable balance among all of the accounts; and shall permit none of the accounts to exceed the applicable insured or authorized limits.

Section 4.06. Past President. The immediate Past President of the Board shall serve on the Executive Committee and he/she, or such other Director as he/ she designates and the Board of Directors approves, shall chair the Nominating / Board Development Committee and the Past President's Club Committee. The Past President shall have such other powers and perform such other duties as from time to time may be prescribed for him by the Board of Directors or by these Bylaws.

Section 4.07. Executive Director. The Executive Director shall be the senior administrative official employed by the Foundation, and shall report directly to the Executive Committee of the Board of Directors. He/she shall have those powers, duties, authorities and responsibilities which have been set forth in such Executive Director job description as has been adopted by the Board of Directors, and/or as may otherwise be directed by the Executive Committee of the Board of Directors and/or by the full Board of Directors. The Executive Director shall also be responsible for the management and/or supervision of such other office and/or administrative employees or other personnel as may, from time to time, work for, be under contract with, or under control of the Foundation. The Executive Director of the organization shall serve ex-officio as the corporate Secretary, without the power to vote, and shall keep or cause to be kept a book of Minutes of all meetings of the Board of Directors, with the time and place of holding, whether scheduled or special, and if special, how authorized, the notice thereof given, the names of those present at Directors' meetings, and a lawful record of the proceedings thereof. The Secretary shall also give notice of all special meetings of the Board of Directors required by these Bylaws, or by law, to be given, and shall perform such other duties as may be prescribed by the Board of Directors or these Bylaws;.

ARTICLE V. MISCELLANEOUS PROVISIONS

Section 5.01. Keeping Records. The Foundation shall keep true and complete records of all accounts, and adequate and correct minutes of all proceedings of the Board of Directors, all Committees and Sub-Committees of the Board of Directors, and all proceedings of the Foundation's Affiliate Organizations. The Foundation shall also keep true and appropriate records of its Directors, giving their names, addresses, telephone numbers and other relevant data. The originals of its Articles of Incorporation and Bylaws, as from time to time amended, shall be kept in a secure cabinet or vault, in the Principal Office of the Foundation, or such other vault or safe deposit facility as may, from time to time, be approved by the Board of Directors, in which event a true and complete copy thereof shall be maintained in the Principal Office of the Foundation. The minutes and other records of all required proceedings shall be kept in written form, and may also be kept in electronic form. Other books and records shall be kept in either written form or in any other form capable of being converted in to written form.

Section 5.02. Annual Reports. The Board shall cause an annual report to be compiled and presented to the Board of Directors not later than one hundred twenty (120) days after the close of the Foundation's fiscal year. The report shall contain all the information required by Section 6321(a) of the *Corporations Code* of the State of California, and shall be accompanied by any report thereon of independent accountants, or if there is no such report, the certificate of an

authorized officer of the Foundation that such statements were prepared without audit from the books and records of the Foundation.

Section 5.03. Annual Statement of Certain Transactions and Indemnifications. The Foundation shall furnish annually to its Directors a statement of any transaction or indemnification described in section 6322(d) and (e) of the *Corporations Code* of the State of California, if such transaction or indemnification took place. Such annual statement shall be affixed to and sent with the annual report described in section 5.02 of these Bylaws.

Section 5.04 Conflicts of Interest. The Foundation shall adopt, implement and enforce appropriate policies and procedures concerning the recognition and avoidance of conflicts of interests by and for its Directors, Officers, Employees and such other persons and entities as work for the Foundation, or otherwise appropriate. A condition of membership in the Foundation, employment by the Foundation, or other work for the Foundation shall be strict adherence to its duly adopted applicable Conflicts of Interests Policies and Procedures.

Section 5.05. Corporate Seal. The Board of Directors shall adopt a corporate seal which shall be in following form and design:

SEAL

The secretary of the Foundation shall have the custody of the seal and affix it in all appropriate cases to all corporate documents. Failure to affix the seal shall not, however, affect the validity of any instrument.

Section 5.06. Corporations/Affiliations. The Board of Directors shall have the power and authority to enter into agreements to formally affiliate with Victor Valley Community College District, or such other similar institution of higher learning, as may be necessary or appropriate in order to carry out the purposes of this Foundation.

Section 5.07. Fiscal Year. The fiscal year for this Foundation shall begin July 1st and end June 30th of each year.

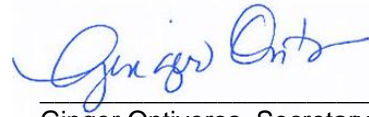
Section 5.08. Robert's Rules of Order. To the extent not otherwise inconsistent with the provisions of these Bylaws and the *Corporations Code* of the State of California, the affairs and all meetings of the Board of Directors and all the committees of the Foundation shall be conducted in accordance with the provisions of *Robert's Rules of Order, Newly Revised*, as from time to time amended. The Secretary of the Board of Directors and such member of each committee as shall be designated by the Chairperson shall be appointed as, and carry out the responsibilities of the Parliamentarian for such body.

Section 5.09. Amendment or Repeal. These Bylaws may be amended or repealed and new Bylaws adopted by the vote of majority of the Directors at any meeting of the Board of Directors, and any Bylaws fixing the number of Trustees/Directors may be adopted, amended or repealed by the vote or written consent of a majority of the Directors of the Foundation.

CERTIFICATE OF ADOPTION

I, GINGER ONTIVEROS, do hereby declare that I am the duly elected and acting Secretary of the Victor Valley College District Foundation, Inc., and that the foregoing Amended Bylaws of the Victor Valley College District Foundation, Inc., were duly adopted by vote of a majority of the Directors of the Foundation, at the June 13, 2012, meeting of the Board of Directors which was called for that purpose, in accordance with the provisions of Section 5.08 of these Bylaws and the requirements of the *Corporations Code* of the State of California.

Executed this 13th day of June 2012, at Victorville, California.

A handwritten signature in blue ink, appearing to read "Ginger Ontiveros", is written over a horizontal line.

Ginger Ontiveros, Secretary