Bylaws

ARTICLE I
BYLAWS PURPOSE

These Bylaws provide a framework for governing the California State University, Dominguez Hills Philanthropic Foundation ("Corporation") in the implementation of the Articles of Incorporation, and for ensuring consistency with the California Nonprofit Public Benefit Corporation Law and other applicable statutes and regulations. These Bylaws provide rules for matters not covered by statute or regulations, alter specific default rules that control by statute in the absence of a contrary bylaw, and, to a limited extent, restate governing laws and rules as a ready reference.

ARTICLE II
CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Public Benefit Corporation 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 includes the plural, the plural includes the singular, and the term "person" or "individual" includes both a legal entity and a natural person.

ARTICLE III
BOARD OF DIRECTORS

Section 1. Powers
Except as otherwise provided in the Articles of Incorporation or these Bylaws, the powers of the Corporation shall be exercised, its property controlled, and its affairs conducted by or under the direction of the Board of Directors.

Section 2. Number and Qualifications The authorized number of directors of the Corporation's Board of Directors shall not have fewer than seven (7) nor more than twenty-five (25) members, the exact number and staggered terms to be fixed from time to time by resolution of the Board of Directors. At no time shall a majority of the Board members be any of the following: (a) compensated by the Corporation for services rendered within the previous twelve (12) months (whether as an employee, contractor, or otherwise); (b) the spouse, an ancestor, sibling or descendant to the first degree of consanguinity, or married to such relative of any person so compensated; or (c) University officers or employees.

Elected Board members shall be individuals who have demonstrated good moral character, and support the University under criteria established by the Board of Directors and approved by the President of CSUDH.

The composition of the Board of Directors shall include categories prescribed in Section 42602(b)(2) and (c), Title 5, California Code of Regulations, to wit: representation from each of the following categories: university administration and staff; faculty; non-campus personnel; and students.

Section 3. Manner of Selection
Designated Board Members are CSUDH officers appointed by the CSUDH President.

The Nominations Committee shall review all non-designated candidates for election to the Board, and provide new member orientation. The Committee shall use its best efforts in making nominations to the Board of Directors that reflect the diversity of the University community and constituencies, as well as the breadth of academic areas from across the campus.

The Board of Directors shall consider and vote upon the nominations from the Nominations Committee. Directors shall be elected by a majority vote, consistent with meeting and quorum requirements set in these Bylaws.

Board elections shall normally be held annually at the last meeting of the fiscal year, unless, by resolution, the Board sets a different time. Board member terms shall be staggered in a manner established by the Board.

Section 4. Voting Rights
All Board members, including designated directors, have full voting rights, consistent with the California Nonprofit Public Benefit Corporation Law.

Section 5. Terms
Unless earlier removed, the directors shall have the following terms:
Designated directors .....term of University position or appointment termination
Faculty .....two years
Students .....one year
All other elected directors three year staggered terms
Elected directors shall serve until the end of their terms or until they are re-appointed or their successors are appointed, whichever occurs later.

Elected directors may serve three (3) consecutive terms, for a total of nine (9) consecutive years. Former elected directors who termed-out are eligible for election to the Board after a one-year period following their last elected term and may serve another three (3) consecutive terms for an additional Nine (9) years. Chair and Committee Chair years of service are not calculated for determining maximum years as an elected director.

Section 6. Removal of Directors
An elected director may be removed from his or her director position by majority vote of the Board:

a. for failure to attend three (3) meetings of the Board of Directors within a twelve (12) month period without being excused in advance there from by the Chair of the Board of Directors. Participation in a meeting through use of conference telephone or electronic video screen communication constitutes attendance.

b. for cause, having been declared of unsound mind by a final order of a court, for conviction of a felony or found by final order of a court to have violated his or her duties under the California Nonprofit Public Benefit Corporation Law; or

c. without cause.
Designated directors holding University positions may be removed only by action of the University President.

Section 7. Vacancies
A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation, or removal of any director or if the authorized number of directors is increased. No reduction of the authorized number of directors shall have the effect of removing any director before expiration of the director's term of office. Any director may resign from the Board at any time by giving written notice to the Executive Director of the Corporation, and the acceptance of such resignation shall not be necessary to make it effective.

All vacancies in positions on the Board of Directors, except designated director positions, shall be filled by a consensus of the Executive Committee and the Executive Director. Vacancies occurring during a director's term shall be filled as soon as possible. Directors appointed to fill vacancies shall serve until the expiration of the term of the director who vacated the position. Vacancies occurring through expiration of director terms shall be filled at the next meeting of the Board of Directors.

Section 8. Financial Interest Prohibitions
No member of the Board of Directors shall be, directly or indirectly, financially interested in any contract or other transaction entered into by the Board of Directors that is not in accordance with the provisions set forth in California Education Code Sections 89906-89908. The Corporation shall develop, adopt and maintain a Conflict of Interest Policy Statement, to be reviewed annually, that complies with applicable laws, regulations, and University policies and directives.

Section 9. Service Without Compensation
Board members shall not be compensated for their service to the Corporation, except for reimbursement for expenses authorized in advanced and incurred in the performance of their duties.

ARTICLE IV
MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Place of Meeting
All meetings of the Board of Directors shall be held at the principal office of the Corporation or at such other place as may be designated for that purpose from time to time by the Executive Director.

Section 2. Regular Meetings
Regular meetings of the Board shall be typically held at such dates and times as the Board may fix by resolution from time to time.

Section 3 Annual Meeting
An annual meeting of the Board of Directors shall be the last regular meeting of each fiscal year. Such meeting shall be for the purpose of electing directors and officers of the Corporation and for the transaction of such other business as may come before the meeting. Directors and officers elected at this meeting shall assume their offices at the conclusion of the annual meeting.

Section 4. Special Meetings
The Board Chair, the Executive Director, or any five (5) directors, may call a special meeting of the Board by delivery of a written notice to the Board Chair or Executive Director.

Section 5. Notice of Regular and Special Meetings
The Corporation shall give notice and conduct all Board meetings in accordance with the requirements of Title 3, Division 8, Part 55, Chapter 7, Article 2 (Section 89920, *et. seq.*) of the Education Code, or any subsequent law enacted which governs California State University auxiliary organizations. The Board of Directors may hold closed sessions during any regular or special meeting, as permitted by California Education Code Section 89923.

Section 6. Quorum
The presence of a majority of the directors then in office shall constitute a quorum for the transaction of business of the Board. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of a director or directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 7. Adjourned Meetings
A quorum of the Board or, if there is no quorum, a majority of the directors present may adjourn any meeting to meet again at a specified date, time, and place. Notice of the date, time, place and the business to be transacted at such meeting shall be given to any directors who were not present at the time the meeting was adjourned.

ARTICLE V
COMMITTEES

Section 1. Committees
The Board shall create the standing committees provided in this Article, and may appoint one or more other standing or special committees, each consisting of two or more voting directors, and delegate to such committees any of the authority of the Board except with respect to:
a. the filling of vacancies on the Board or on any committee;
b. the amendment or repeal of Bylaws or the adoption of any new Bylaws;
c. the amendment or repeal of any resolution of the Board which by its express terms cannot be amended or repealed;
d. the appointment of other committees of the Board or the members thereof; or
e. the validation of any self-dealing transaction, as such transactions are defined in Section 5233(a) of the California Nonprofit Public Benefit Corporation Law, consistent with California Education Code Sections 89906, 89907 and 89908.

Any such committee must be created, and the members thereof appointed, by resolution adopted by a majority of the directors then in office, provided that a quorum is present.

The Board Chair is encouraged to serve on the standing committees. The Executive Director shall be a member of each committee, except the Audit Committee.

Non-Board members may become either voting or non-voting members of committees; however, the total membership of any committee must consist of a majority of Board members.

Section 2. Committee Procedures
The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of such prescription, such committee shall have the power to prescribe the manner, not inconsistent with the Bylaws, in which its proceedings shall be conducted. Minutes shall be kept of each meeting of each committee. A Committee Chair heads each committee.

The Board Chair and Executive Director nominate Committee Chairs. Committee Chairs shall nominate members to their committee. Each committee shall consist of at least three (3) members, including the Committee Chair. The Board of Directors appoints committee members, consistent with these Bylaws. Committee Chairs shall be Board members or past members of the Board, and serve two (2) year terms, with eligibility to serve an additional full term, or four (4) years total consecutive Committee Chair service. Committee members (other than the Committee Chair, and the Board Chair) serve three (3) year terms, and are eligible to serve up to a total of six (6) years, unless the Executive Committee grants an exception. Committee Chair years of service years are not calculated for determining maximum years as a board member. After one year, termed-out committee members and Committee Chairs are again eligible for committee service.

The life cycle of each committee is the fiscal year. Committees are reconstituted at the beginning of each fiscal year as prescribed in these Bylaws.

Each committee shall report all actions taken to the Board of Directors at its next regular meeting.

Section 3. Removal of Members
The Board of Directors may remove at any time, with or without cause, a member or members of any committee.

Section 4. Executive Committee
a. Executive Committee Composition: The Board Chair, the Committee Chair of each standing committee, the CSUDH President, the Secretary/Treasurer, and Executive Director. The Board Chair heads the Executive Committee. This committee sets the agenda for Board meetings, and reviews proposed revisions to the Bylaws and the annual conflict-of-interest reports by Board members.

b. When it is not convenient for the Board of Directors to act by Special Meeting, the Executive Committee shall have and exercise the authority of the Board in the management of the Corporation, except the power and authority to adopt, amend or repeal these Bylaws, or such other powers as may be prohibited by law, by the Articles of Incorporation or by these Bylaws.

c. The Executive Committee shall have such additional powers as the Board of Directors shall from time to time prescribe or direct by resolution; provided, however, the Executive Committee may not authorize a routine expenditure of more than $25,000 without the prior approval of the Board of Directors. Emergency expenditures in excess of this amount may be authorized by the Executive Committee, but with notification to the board as soon is reasonable following the approval.

Section 5. Audit Committee
a. Audit Committee composition: At least two (2) elected Board members, but no Corporation officers; and may include non-Board members. Finance and Investment Committee members may not constitute a majority of the Audit Committee.

b. The Finance and Investment Committee Chair shall not serve on the Audit Committee.

c. Audit Committee charge: review and recommend to the Board the engagement or discharge of the Corporation's independent auditor, and review with the independent auditor the plans, scope, and results of the audit engagement, as prescribed by law, and report thereon to the Board.

Section 6. Finance and Investment Committee

a. Finance and Investment Committee composition: At least two (2) elected Board members and the Secretary/Treasurer and Executive Director; and may include non-Board members. The Audit Committee Chair shall not serve on the Finance and Investment Committee.

b. Finance and Investment Committee charge: consider and make recommendations to the Board on matters relating the Corporation's finances, not assigned to the Audit Committee, including investments, endowment spending policies, budget, and risk management; and establish guidelines within which investment managers must operate; monitor adherence to and performance under those guidelines; and make periodic reports to the Board.

Section 7. Nominations Committee

a. Nominations Committee composition: At least one (1) elected director and the Board Chair, and the Executive Director.

b. Nominations Committee charge: consider, screen and nominate by slate qualified persons for election to the Board of Directors; provide for new Board member orientation, and address corporate leadership development matters as directed by the Board.

Section 8. Development Committee

a. Development Committee composition: at least two (2) elected board members and may include non-Board members.

b. Development Committee charge: carry out due diligence function related to assuring fiscal health through fund development, real estate, and planned giving; partner with University Advancement staff to institutionalize philanthropic process within the Board and its individual members; assuring a donor-centered organization; advising the University on all types of philanthropic opportunities; work in partnership to identify, cultivate, solicit, and recruit donors to the University.

Section 9. Marketing Committee

a. The marketing committee of the CSUDH Philanthropic Foundation shall provide advice and guidance for branding, messaging, and promotional efforts for the university in order to increase general awareness and support that is consistent with the mission of CSUDH. In addition, the Committee will help guide the marketing efforts in relation to special occasions and events as the University oversees.

b. Members of the committee should consist of Philanthropic Foundation Board members and other individuals with experience and/or expertise in marketing and public relations. The committee will advise and support overall goals and approaches of the University in consultation with the Executive Director of the Foundation.

c. The Chair will be responsible for maintaining regular liaison with the Executive Director of the Foundation.

ARTICLE VI
OFFICERS AND EXECUTIVE STAFF

Section 1. Officers
The officers of the Corporation shall be an elected Board Chair, Secretary, and Treasurer as Chief Financial Officer. Any person may hold more than one office, except that the Board Chair may not serve concurrently as the Secretary or Treasurer. The Corporation, at the discretion of the Board of Directors, may have additional officers. Officers are elected from the Board membership.

Section 2. Elected Officers
The Board Chair of the Corporation shall be elected by the Board of Directors at its annual meeting and shall assume office at the beginning of the meeting that follows the annual meeting. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors.
The Board Chair shall hold office for a term of three (3) years and may serve, if reelected, for an additional full term, or for a total of six (6) consecutive years. Additional officers of the Corporation shall also serve three (3) year terms, and may serve, if reelected, for an additional term of three (3) years.

Designated directors are not eligible to serve as Board Chair.

Section 3. Removal and Resignation
Officers (in positions other than those held by designated directors) may be removed either with or without cause by a majority of the directors then in office at any regular or special meeting of the Board. The holder of such office may resign at any time by giving written notice to the Board Chair, Executive Director, or the Secretary/treasurer of the Corporation, and the acceptance of such resignation shall not be necessary to make it effective. Should a vacancy occur in any such office as a result of death, resignation, removal, disqualification, or any other cause, the Board may delegate the powers and duties of such office to any officer or to any director until such time as a successor for such office has been elected. A vacancy in an office held by a designated director shall be filled by the successor to the respective University position.

Section 4. Board Chair
The Board Chair shall preside at all meetings of the Board, and the Executive Committee, and shall have such other powers and perform such other duties as the Board of Directors may determine from time to time.

Section 5. Executive Director
The Executive Director shall oversee the programs of the Corporation in accordance with established Board policies, and subject to the direction and control of the Board of Directors. This officer shall have such formal powers and perform such other duties the Board of Directors shall determine from time to time. The Executive Director shall be elected by the Board of Directors.

Section 6. Secretary/Treasurer
The Secretary/Treasurer shall be the Corporation's Chief Financial Officer. The Secretary/Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of

accounts of the Corporation's property and business transactions. The Secretary/Treasurer shall have such other powers and perform such other duties as are customarily vested in a corporation's Chief Financial Officer or as the Board of Directors may determine from time to time. The Secretary/Treasurer shall act as the clerk to the board of directors and shall keep or cause to be kept, a book of minutes at principal office of all meetings of the Board of Directors with the time and place of holding, whether regular or special, and if special how authorized, the notice thereof given, the names of those present at Board meetings and the proceedings thereof. The Secretary/Treasurer shall give, or cause to be given, notice of all the meetings of the Board of Directors required by these Bylaws or by law to be given and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors, or the Executive Director.

ARTICLE VII
INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

Section 1. Right of Indemnification

The Corporation shall, to the maximum extent permitted by the California Nonprofit Corporation Law, indemnify each of its agents against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was an agent of the Corporation. For purposes of this Article, an "agent" of the Corporation includes any person who is or was a director, officer, employee or other agent of the Corporation; or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise; or was a director, officer, employee or agent of a predecessor Corporation of the Corporation or of another enterprise at the request of such predecessor Corporation.

Section 2. Approval of Indemnity

On written request to the Board by any person seeking indemnification under Section 5328(b) or Section 5238(c) of the California Corporations Code, the Board shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conducts set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification.

Section 3. Advancement of Expenses

To the fullest extent permitted by law, expenses incurred by a person seeking indemnification under these bylaws in defending any proceeding covered by those Sections 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 determined that the person is entitled to be indemnified by the Corporation for those expenses.

Section 4. Insurance

The Corporation shall have the right 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.

ARTICLE VIII
RECORDS AND REPORTS

Section 1. Maintenance and Inspection of Articles of Incorporation and Bylaws
The Corporation shall keep at its principal executive office, the original or a copy of the Articles of Incorporation and Bylaws, as amended to date, which shall be open to inspection by the directors at all reasonable times during office hours.

Section 2. Maintenance and Inspection of Other Corporate Records
The accounting books, records and minutes of proceedings of the Board of Directors and any committee(s) of the Board of Directors shall be kept at such place or places designated by the Board of Directors or, in the absence of such designation, at the principal executive office of the Corporation. The minutes shall be kept in written, typed or electronic form, and the accounting books and records shall be kept either in written, typed or electronic form or in any other form capable of being converted into written, typed or printed form. The minutes and accounting books and records shall be open to inspection by any director at any reasonable time during usual business hours.

Section 3. Inspection by Directors
Designated University officials and any director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the Corporation and any subsidiary Corporation. A director's inspection may be in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

Section 4. Annual Reports and Financial Statements
The Corporation shall cause to be sent to the directors not later than 120 days after the close of its fiscal year, an audited report containing the following information in reasonable detail:
a. The assets and liabilities, including endowment funds, of the Corporation as of the end of the fiscal year.
b. The principal changes in assets and liabilities, including endowment funds, during the fiscal year.
c. The revenue or receipts of the Corporation for the fiscal year.
d. The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.

The audited report shall also include any information required by Section 6322 of the California Corporations Code relating to annual statements of certain transactions and indemnifications.
The Corporation shall otherwise fully comply with any mandatory disclosure requirements now or hereafter in effect under the California Nonprofit Public Benefit Corporation Law.

ARTICLE IX
GENERAL PROVISIONS

Section 1. Execution of Contracts
The Board of Directors 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, and 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.

Section 2. 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 any 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 resolution of the Board of Directors.

Section 3. Loans to Directors and Officers
The Corporation shall not make any loan of money or property to or guarantee the obligation of any director or officer, unless approved by the Attorney General of the State of California; provided, however, that the Corporation may advance money to a director or officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of the duties of such director or officer, provided that in the absence of such advance such director or officer would be entitled to be reimbursed for such expenses by the Corporation.

ARTICLE X
AMENDMENTS

These Bylaws may be amended at any meeting by a majority of membership of the Board of Directors at which a quorum is present, upon submission of any proposed amendment, repeal or revision to the Executive Director at least fifteen (15) days before the meeting at which the proposed changes are to be considered. These Bylaws, any amendments thereto or repeal thereof, shall be approved by the University President.

CERTIFICATE OF SECRETARY-TREASURER

I, Carrie E. Stewart, the undersigned, do hereby certify under penalty of perjury that:

1. I am the duly elected Secretary-Treasurer of the California State University, Dominguez Hills Philanthropic Foundation, a California nonprofit public benefit Corporation; and
2. The foregoing Bylaws comprising of ten (10) pages constitutes the bylaws of said Corporation as duly amended on June 29, 2015.

IN WITNESS WHEREOF, I have hereunto subscribed my name on this 2nd day of July, 2015.

Carrie E. Stewart
Secretary-Treasurer