

**AMENDED BY-LAWS
OF
THE PERALTA COLLEGES FOUNDATION**

ARTICLE I

The name of this corporation is The Peralta Colleges Foundation.

ARTICLE II

PURPOSES

The purpose for which this corporation is formed shall be:

To promote the general welfare of the Peralta Colleges; to assist in attaining educational and cultural goals; and to otherwise aid and assist the Colleges in fulfilling their role in serving the community of which they are a part as stated in the Articles of Incorporation.

ARTICLE III

POWER

This Corporation shall possess, enjoy and exercise all of the powers granted to it by law, and shall have the power and its purpose in the pursuance of the foregoing objects shall be to solicit funds; to acquire, receive by gift, bequest, trust, or otherwise, and hold, encumber and transfer and/or sell or convey, real estate and personal property; to borrow money, incur indebtedness and to secure the same by mortgage, pledge, or deed of trust of property, real or personal to act as agent for other corporations, or persons, and to appoint or hire and employ agent and/or servants; to purchase or otherwise acquire objects of any nature whatsoever, and to sell and exchange the same for the sake of acquiring other materials or property more desirable, except where prohibited or restricted by the terms of gift or trust; to collect debts; and in general, to do any and all things necessary or incidental to the realization of the purposes aforementioned being guided at all times in its actions as would be a prudent person.

ARTICLE IV

The corporate seal shall consist of a circle having on its circumference the words "The Peralta Colleges Foundation" and within the circle the words "Incorporated January 7, 1971, California".

ARTICLE V

BOARD OF DIRECTORS

Section 1. Meetings

- (a) The annual meeting of the Board of Directors shall be held at Peralta Community College District, District Administrative Center, Oakland, California, within 120 days of the end of the fiscal year; the day, hour and place to be determined by the President of the Corporation. At said meeting, officers and directors shall be elected and such other business as may be brought before the meeting may be transacted. The new officers will begin their functions with the first meeting of the next fiscal year. The Board will approve the annual audit upon submission and review.
- (b) Special meetings of the Board of Directors may be held at any time and place as designated by the President.
- (c) Fifty (50) percent of current membership of the Board of Directors shall constitute a quorum at any meeting of the Board of Directors, and all questions shall be determined by a majority vote; except, however, a vote of two-thirds (2/3) of the quorum of the members of the Board of Directors must concur in the following: (1) Amending these By-Laws, (2) Amending the Articles of Incorporation.
- (d) Notice of each meeting, annual or special, shall be mailed by the Secretary to each of the Directors not less than five days preceding any such meeting. In the event the notice is of a special meeting, such notice shall indicate briefly the objects thereof. The Directors may waive notice of any such meeting or the objects thereof by a majority of all members of the Board of Directors and action shall be as effective and have the same force and effect as though all Directors have waived the requirements of this paragraph as to such notice.

Section 2. Organization

The President of the Corporation shall act as Chair of the Board of Directors and in the absence of the President, the Vice President of the Corporation shall act as such Chair. In the absence of both of the last mentioned officers from any such meeting, the Board may appoint any member to act as Chair. The Secretary or Assistant Secretary of the Corporation shall act as Secretary of all meetings of the Board of Directors. In the event of the absence of either the Secretary or the Assistant Secretary at any such meeting, the presiding officer may appoint any person to act as Secretary of the meeting.

Section 3. Number of Directors

There shall be a total of not more than thirty Directors selected in the manner provided by the Charter of the Corporation.

Those individuals who shall hold the positions of Chancellor/Superintendent of the Peralta Community College District and Director of Community Affairs/Development of the Peralta Colleges shall be elected for the term of their tenure in those positions as members of the Board.

All members of the Board are elected to two-year terms.

The Board of Directors is authorized to fill vacancies or to add members of the Board up to the maximum of thirty at any regular or called meeting of the Board.

Section 4. Executive Committee

The Executive Committee of the Board of Directors shall consist of the following seven Directors:

- The President of the Corporation, who shall be Chair of the Executive Committee
- The Immediate Past President of the Board of Directors

The Chancellor of the Peralta Community College District

Three other Directors appointed by the Board of Directors at the annual meeting, one of whom shall be a member of the Peralta Community College District Board of Trustees
The Executive Director of the Foundation

The presence of three members shall constitute a quorum of the Committee and the affirmative vote of three members shall be necessary for the adoption of any resolution.

The Executive Committee shall meet at the call of the President and minutes shall be kept by the Secretary in the Corporate minute book. All action taken shall be reported at the next meeting of the Board of Directors for approval. No revision or alteration by the Board of Directors of action taken by the Executive Committee shall affect the rights of third parties.

The Executive Committee shall have and may exercise all powers and authority of the Board of Directors when said Board is not in session, subject only to such restrictions or limitations as the Board of Directors may from time-to-time specify; provided, however, the Executive Committee shall not have the authority to alter, amend, or repeal the Corporation Charter or By-Laws, or to appoint directors.

Section 5. The Finance Committee

The Finance Committee of the Board of Directors shall consist of the following four directors:

The President of the Corporation.

Three other members of the Board as appointed by the Board at its annual meeting.

The Treasurer of the Corporation shall be an ex-officio member of the Finance Committee.

The presence of three members shall constitute a quorum of the committee and the affirmative vote of three members shall be necessary for the adoption of any resolution.

The Finance Committee shall meet at the call of the President and minutes shall be kept by the Treasurer and transmitted to the Secretary for filing in the Corporate Minute Book. All action taken shall be reported at the next meeting of the Board of Directors for approval. The Finance Committee shall have and may exercise all powers of authority for making appropriate investments and re-investment of the Corporation's assets and funds; it shall report such investment activity to the Board of Directors.

ARTICLE VI

OFFICERS AND POWERS

Section 1. Election of Officers

The Board of Directors shall elect the officers of the Corporation, hereinafter named, immediately following the annual election of the directors, said officers to serve for one-year and until their successors and elected. The officers of the Corporation to be elected, as above stated, shall be a President, a Vice President, a Secretary and a Treasurer. The Treasurer, and/or any other person in charge of funds or securities of the Corporation shall furnish a bond with responsible sureties. The cost of such bond or bonds to be at the expense of the Corporation.

Section 2. Power

The Board of Directors shall have power to incur indebtedness, the terms and amount of which shall be entered in the minutes of the Board; the note or obligation, if any, given for the same signed officially by the President and the Secretary, or other officers specifically authorized, shall be binding on the Corporation, provided that the consent of at least eight of the members of the Board of Directors must first be obtained either in writing or expressed in a resolution passed at a duly called meeting of the Board of Directors.

ARTICLE VII

Section 1. President

The President, if present, shall preside over all meetings. The President shall sign all contracts and other instruments which shall have first been approved by the Board of Directors. The President shall appoint all committees as provided herein and such special committees as may be directed by the Board of Directors. The President shall exercise general supervision of the work and affairs of the Corporation and shall perform all other duties usual to the office of President.

Section 2. Immediate Past President

The Immediate Past President shall hold such office for one year subsequent to his/her term as President and shall be an ex-officio member of the Board of Directors Executive Committee.

Section 3. Vice President

In the absence of the President, or in his/her disability otherwise, the Vice President shall exercise the powers and discharge the duties of the President.

Section 4. Secretary

The Secretary shall keep a record of the meetings of the Board of Directors, and shall have charge of the corporate seal and shall affix the seal to all papers requiring it. The Secretary shall serve all notices required by law, may conduct official correspondence and shall perform such other duties as may be required by the Directors. Minutes of meetings shall be available to interested parties, including those indicated by any member of the Board.

Section 5. Treasurer

The Treasurer shall receive and keep the funds of the Corporation and pay out the same only by the direction of the Board of Directors. The Treasurer shall deposit all monies, checks, and other credits to the account of the Corporation in such bank or banks or other depository as the Board of

Directors may designate. The Treasurer shall sign all receipts and vouchers for payments made to and all vouchers and checks made by the Corporation jointly with such other officers as may be designated by the Board of Directors. The Treasurer shall render to the Board of Directors an account and statement of all transactions at each annual meeting of said Board and at such other times as said Board may determine. The Treasurer shall enter regularly in the books of the Corporation to be provided for that purpose a full and accurate account of all monies received and paid out on account of the Corporation. The Treasurer shall execute and deliver to the corporation a bond in such sum and with such sureties as shall be determined by the Board of Directors. The Treasurer shall at all reasonable times exhibit his books and accounts to any director of the Corporation, and shall in general perform all the duties incident to the office of Treasurer, subject to the control of the Board of Directors.

Section 6. Other Officers

The Board of Directors shall appoint an Executive Director and an Assistant Secretary, both of whom shall administer responsibilities as designated by the Board. In the event of absence, inability or refusal to act of any of the officers of this Corporation, the Board of Directors may appoint any person to perform the respective duties.

ARTICLE VIII

MEMBERSHIP

The Directors of the Corporation at the time in office shall constitute the members of the Corporation.

ARTICLE IX

FISCAL YEAR

The fiscal year of the Corporation shall be the twelve-month period ending June 30th in each year.

ARTICLE X

COMPENSATION

Directors of the Corporation shall serve without compensation.

ARTICLE XI

ORDER OF BUSINESS

The order of business at all meetings of the Board of Directors shall be as follows:

- (1) Roll Call
- (2) Reading of Minutes of Last Meeting
- (3) Consideration of Communications
- (4) Resignations and Elections
- (5) Reports of Officers
- (6) Reports of Committee
- (7) Unfinished Business
- (8) Original Resolutions and New Business
- (9) Adjournment

ARTICLE XII

AMENDMENTS AND CHANGES

Section 1.

These By-laws may be altered, amended, rescinded or repealed at any annual or special meeting of the Board of Directors by the affirmative vote of a two-thirds (2/3) of said Board present at any meeting.

Section 2.

The Articles of Incorporation of the Corporation may be altered or amended at any annual or special meeting of the Board of Directors by resolution approved by the affirmative vote of a two-thirds (2/3) of said Board present at the meeting and voting, subject to approval by the Secretary of State as provided by law.

KNOW ALL MEN BY THESE PRESENT:

That we, the undersigned, being all the Directors of The Peralta Colleges Foundation, a corporation incorporated, organized and existing within the laws of the State of California, do hereby certify that the foregoing Amended By-laws were duly adopted as the By-laws of the said Corporation on the 15th day of December, 2003.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Corporation this 15th day of December, 2003.

Elihu M. Harris
Chancellor/Executive Secretary
The Peralta Colleges Foundation

Adopted by Board 9/17/82
Amended by Board 12/15/03

Amended By-Laws of Peralta Colleges Foundation
Amended 12/15/03