ARTICLES OF INCORPORATION

THE FUND FOR SANTA BARBARA CITY COLLEGE

FIRST: The name of this corporation is: The Fund for Santa Barbara City College.

SECOND: (a) The specific and primary purposes for which this corporation is formed are:

(1) to operate for the advancement of education;

(2) to promote, foster, encourage and provide scientific, literary, educational and recreational facilities at the SANTA BARBARA COMMUNITY COLLEGE DISTRICT by constructing, establishing, maintaining, operating, conducting and/or donating or providing buildings, equipment and facilities therefor; to provide for scholarships, fellowships, grants in aid, loans and other financial assistance to worthy students, alumni, members of the faculty and faculty emeritus of the SANTA BARBARA COMMUNITY COLLEGE DISTRICT; to further research and provide facilities therefor:

(3) to receive gifts, bequests or devises either outright or as trustee or beneficiary of a trust, to hold, transfer, buy, sell, invest or reinvest real property, cash, stocks and bonds, and all other evidences of value for the purposes set forth in Subsection 1 of this paragraph.

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(4) to expend moneys for the general welfare of the students and faculty of the SANTA BARBARA COMMUNITY COLLEGE DISTRICT:

(5) to do any other act or thing and to engage in and carry on any other activity in any manner connected with or incidental to, or calculated to, promote, assist, aid or accomplish any of the aforesaid purposes; and for the purpose of attaining or furthering the same; to exercise all or any of said powers, whether as principal, agent, or otherwise, and whether alone or with others; and to have and exercise all other rights, powers and privileges now or hereafter belonging to or conferred upon corporations organized under the provisions of Division 2, Part 1, Title 1 of the Corporations Code of the State of California;

(6) otherwise to provide aids to education supplementary to State and local tax means for the support and benefit of the Santa Barbara Community College District.

(b) The general purpose for which this corporation is formed is to operate exclusively for educational purposes.
(c) This corporation shall have and exercise all rights and powers conferred on corporations under the laws of the State of California, provided, however, that this corporation is not empowered to engage in any activity which in itself is not in furtherance of its purposes as set forth in subparagraphs (a) and (b) of this Article SECOND.

(d) No part of the net earnings, properties or assets of this corporation, on dissolution or otherwise, shall emere to the benefit of any private person or individual or any member or director of this corporation, and on liquidation or dissolution all properties and assets of this corporation remaining after paying or providing for all debts and obligations shall be distributed as required by law, or if there are no legal requirements for distribution, then the assets shall be distributed to such fund, foundation, or corporation organized and operated for educational purposes as the Board of Directors shall determine.

(e) This corporation shall not, as a substantial part of its activities, carry on propaganda, or otherwise attempt to influence legislation. This corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any
political campaign on behalf of any candidate for public office.

(f) Notwithstanding any of the provisions of these Articles, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

THIRD: This corporation is organized pursuant to the General Nonprofit Corporation Law of the State of California.

FOURTH: This corporation shall have no capital stock and shall be composed of members rather than shareholders.

FIFTH: The County in the State of California where the principal office for the transaction of the business of this corporation is to be located is the County of Santa Barbara.

SIXTH: The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board to be known as the Board of Directors. The number of directors of this corporation shall be eleven (11). The names, addresses and signature of each of the Directors are set forth below. The number of directors herein provided for may be changed by a bylaw adopted by the directors.

SEVENTH: Bylaws for this corporation shall be adopted by the Board of Directors and may thereafter be amended or repealed as provided in the bylaws.
IN WITNESS WHEREOF, for the purpose of forming this non-profit corporation under the laws of the State of California, we, the undersigned, constituting the incorporators and the first Directors of this corporation, have executed these Articles of Incorporation this __________ day of ______________, 1975.

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THE FUND FOR SANTA BARBARA CITY COLLEGE

BYLAWS

ARTICLE I

NAME AND PRINCIPAL OFFICE

This nonprofit corporation shall be known as "The Fund for Santa Barbara City College," hereinafter referred to in the By-laws as "The Corporation."

The principal office of the corporation shall be located at 721 Cliff Drive, Santa Barbara, California 93109.

ARTICLE II

PURPOSES

The specific and primary purposes for which this corporation is formed are:

(1) to operate for the advancement of education;

(2) to promote, foster, encourage and provide scientific, literary, educational and recreational facilities at Santa Barbara City College by constructing, establishing, maintaining, operating, conducting and/or donating or providing buildings, equipment and facilities therefor;
to provide for scholarships, fellowships, grants in aid, loans and other financial assistance to worthy students, alumni, members of the faculty and faculty emeritus of the SANTA BARBARA COMMUNITY COLLEGE DISTRICT; to further research and provide facilities therefor;

(3) to receive gifts, bequests or devises either outright or as trustee or beneficiary of a trust, to hold, transfer, buy, sell, invest or reinvest real property, cash, stocks and bonds, and all other evidences of value for the purposes set forth in Subsection 1 of this paragraph;

(4) to expend moneys for the general welfare of the students and faculty of the SANTA BARBARA COMMUNITY COLLEGE DISTRICT;

(5) to do any other act or think and to engage in and carry on any other activity in any manner connected with or incidental to, or calculated to, promote, assist, aid or accomplish any of the aforesaid purposes; and for the purpose of attaining or furthering the same, to exercise all or any of said powers, whether as principal, agent or otherwise, and whether alone or with others; and to have and exercise all other rights, powers and privileges now or hereafter belonging to or conferred upon corporations organized under the provisions of Division 2, Part 1, Title 1 of the Corporations Code of the State of
California;
(6) otherwise to provide aids to education supplementary to State and local tax means for the support and benefit of the Santa Barbara Community College District.

ARTICLE III
NONPROFIT

The corporation does not contemplate the distribution of pecuniary gain, profit or dividends to the members thereof, either currently or upon any dissolution thereof; it shall have no capital stock and no pecuniary profit or gain shall come to any individual or member thereof.

ARTICLE IV
SEAL

The corporate seal shall consist of a circle having on its circumference the words "The Fund for Santa Barbara City College," and within the circle the words "Incorporated ____________, 1975, California."
ARTICLE V
MEMBERS

A. The corporation shall have three classes of members: Annual Members, Patron (5 year) Members, and Life Members. Any person, firm, corporation or organization subscribing to the objectives and purposes of this corporation shall become an Annual Member upon contributing a value of $10.00; a Patron (5 year) Member upon contributing a value of $100.00; or a Life Member upon contributing a value of $1000.00.

B. Each member shall be entitled to one vote on each matter submitted to a vote of the members by the Board of Directors.

C. Membership in the corporation is not transferable or assignable.

ARTICLE VI
CERTIFICATES OF MEMBERSHIP

A. The Board of Directors may provide for the issuance of certificates evidencing membership in the corporation, which shall be in such a form as may be determined by the Board. Such certificates shall be signed by the president and the secretary and shall be sealed with the seal of the corporation. All certificates evidencing membership of any class shall be consecutively numbered. The name
and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefor upon such terms and conditions as the Board of Directors may determine.

B. When any person, firm, corporation or organization has become a member by making a contribution to the corporation, a certificate of membership shall be issued in his name and delivered to him by the secretary, if the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of paragraph A, of this Section.

ARTICLE VII
MEETINGS

A. The annual meeting of the corporation shall be held in Santa Barbara County on the _________ in ________________ of each year. Regular meetings of the Board of Directors shall be held quarterly at the time and place designated by the Board.

B. Special meetings of the Board may be called at any time by the president or by the secretary at the request of three Directors.

C. It shall be the duty of the secretary to cause notice to be given by mail to the members of the Board of any meeting of the Board.
D. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

E. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

ARTICLE VIII
DIRECTORS

A. The affairs of the corporation shall be managed by its Board of Directors. Two (2) members of the original Board of Directors of this corporation shall be Trustees of the Santa Barbara Community College District. Three (3) members of the original Board of Directors shall be members of the staff at Santa Barbara City College. These Directors shall be selected by the said Trustees to represent the college on the Board of Directors until election of their successors. It is the intention of the Trustees that there will at all times be at least five (5) representatives, including the superintendent, and the college's business administrator on the Board of Directors of the corporation, nominated by the Santa Barbara
Community College District Board of Trustees.

B. The number of Directors shall be eleven (11). Each Director shall hold office for a term of three (3) years, except that the superintendent and the business administrator of the college shall serve as ex officio members (with voting privileges). Six (6) Directors will not be affiliated with Santa Barbara City College as employees or trustees.

C. The number of Directors may be changed by a bylaw, duly adopted by the Board of Directors in the manner provided by these bylaws, but no reduction of the number of Directors shall have the effect of removing any Director prior to the expiration of his term of office.

D. At the first meeting of the Board of Directors and at which these bylaws are adopted the term of the members of the Board of Directors (excepting those terms of the superintendent and the business administrator of the college) will be determined by lot, one-third of the Directors shall serve for a term of one year, one-third for a term of two years, and one-third for a term of three years, it being the intent of the bylaw that insofar as practicable the term of office of one-third of the number of Directors shall be elected each year.

E. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors shall be filled by the Board of Directors. If any vacancy
occurs in a directorship held by a representative of Santa Barbara City College, the Trustees of the Santa Barbara Community College District shall be notified of that fact by the secretary of the corporation who shall request that said Trustees select a successor Director and that said Trustees upon such selection notify the Board of Directors of the corporation of the name of the person so selected and the said Board of Directors shall thereupon elect said person as a Director of the corporation and said person shall serve as a representative of the college on the said Board of Directors of the corporation.

F. Any Director may be removed from the Board of Directors for any reason whatsoever by an affirmative vote of three-fourths of the total number of Directors.

G. Directors, as such, shall not receive any stated salary for their services, but by resolution of the Board of Directors a fixed sum and expense of attendance, if any, may be allowed for attendance at regular or special meetings of the Board; but nothing herein contained shall be construed to preclude any Director from serving the corporation in any capacity and receiving compensation therefor.

ARTICLE IX
OFFICERS

A. The officers of the corporation shall be a president, a vice-president, a secretary, a treasurer, and such other officers
as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint such other officers as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of president and secretary. All officers are to be members of the Board of Directors, except as provided in paragraph I, below.

B. The officers of the corporation shall be elected annually by the Board of Directors at the regular quarterly meeting next preceding the annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

C. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

D. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

E. The president shall be the principal executive officer of the corporation and shall in general supervise and control all of the
business and affairs of the corporation. He shall preside at all meetings of the members and of the Board of Directors. He may sign, with the secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, stocks, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the corporation; and in general he shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time.

F. In the absence of the president or in event of his inability or refusal to act, the vice-president shall perform 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 shall perform such other duties as from time to time may be assigned to him by the president or by the Board of Directors.

G. The treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the
name of the corporation in such banks, trust companies, or other depositaries as shall be selected in accordance with the provisions of Section VIII of these bylaws; and in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the president or by the Board of Directors.

H. The secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the post office address of each member which shall be furnished to the secretary by such member; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the president or by the Board of Directors.

I. Honorary President or Honorary Directors. From time to time in the discretion of the Board of Directors, any person whom the Board, by unanimous vote of the members present at any meeting duly called and held may determine so to favor in recognition of his service or beneficence to the corporation may be elected an Honorary
President or an Honorary Director of the corporation. Such an appointment will be for life and such an Honorary President or Director will have only such duties as he shall voluntarily undertake at the request of the Board of Directors.

ARTICLE X

COMMITTEES

A. There shall be an Executive Committee composed of the four officers of the corporation (president, vice-president, secretary and treasurer). The Executive Committee shall have such authority as the Board of Directors shall from time to time designate.

B. The President shall appoint the following committees and in addition shall appoint any special committees as directed by the Board of Directors.

1. Membership. There shall be a Membership Committee composed of not less than three persons whose function it shall be to enlist and recruit membership for the corporation and to raise funds by the solicitation of gifts and by other means.

2. Publicity. There shall be a Publicity Committee composed of not less than three persons whose function it shall be to publicize the purposes and accomplishments of the corporation.
3. Finance. There shall be a Finance Committee composed of the treasurer and at least two other persons. The treasurer of the corporation shall be the chairman of this committee. The function of this committee shall be to advise and assist the treasurer in the performance of his duties and management of the financial affairs of the corporation. This committee will make a report at each regular meeting of the Board of Directors covering income, expenses, scholarship awards and loans or grants.

4. Gifts and Bequests. There shall be a Gifts and Bequests Committee, to be composed of not less than three persons whose function it shall be to follow up on initial inquiries concerning gifts and bequests to the corporation, call upon the prospective donors and make reports to the Board of Directors for its approval or rejection of said gifts and bequests. All gifts and bequests shall be received by the treasurer as set forth in Article IX, §.

5. Scholarship Awards. There may be a Scholarship Awards Committee which shall be composed of not less than three persons, whose function it shall be to make recommendations to the Board regarding the corporation's scholarship program. The college Scholarship Committee shall be responsible for selection of scholarship recipients in accordance with the general policies established by the
Board of Directors and administered by the Scholarship Awards Committee.

B. One member of each committee shall be appointed chairman by the president, unless otherwise provided herein.

C. Vacancies in the membership of any committee shall be filled by the president who shall also have the power to remove any member of any committee for any reason whatsoever.

D. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of a committee.

E. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

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

B. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by not less than two officers, or agents of the corporation, in such manner as shall from time to time be determined by resolution to the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer and countersigned by the president of the corporation.

C. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositaries as the Board of Directors may select.

D. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

ARTICLE XII
BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the
members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time. The Directors shall provide for an annual audit of the records and accounts of the corporation.

ARTICLE XIII
FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of July and end on the last day of June in each year.

ARTICLE XIV
WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the General Nonprofit Corporation Law of California, or under the provisions of the Articles of Incorporation or by the Bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.
ARTICLE XV

AMENDMENT

With the exception of a change in the bylaws naming the number of Directors, these bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the Directors present at any regular meeting or any special meeting, if at least ten days written notice is given of intention to alter, amend or repeal, or to adopt new bylaws at such meeting.
KNOW ALL MEN BY THESE PRESENTS

That we, the undersigned, being all the Directors of the Fund for Santa Barbara City College, a corporation incorporated, organized and existing within the laws of the State of California, do hereby certify that the foregoing bylaws, consisting of fifteen sections, were duly adopted as the bylaws of the said corporation on the _______ day of ________, 1975.

That I, the undersigned, Secretary of The Fund for Santa Barbara City College, a corporation organized and existing under the laws of the State of California, do hereby certify that the foregoing bylaws, consisting of fifteen sections, were duly adopted as the bylaws of said corporation on the _______ day of ________, 1975.

IN WITNESS WHEREOF I have hereunto subscribed my name and affixed the seal of said corporation this _______ day of ________, 1975.

__________________________
Secretary