

Section 2. Persons Associated With the Corporation. By resolution, the Board of Directors may create any advisory boards, task forces, councils, honorary memberships or other bodies, as it deems appropriate, variously constituted of employees of California State

Section 8. Vacancies on Board of Directors A vacancy in the Board shall be deemed to exist in the case of the death, resignation or removal of any Director or if the authorized number of Directors is increased. Any vacancy occurring on the Board shall be filled in the manner described in Article V, Section 5, for the unexpired term of their predecessors. No reduction in the authorized number of voting Directors shall have the effect of removing any Directors before the expiration of that Director's term in office.

Section 9 Compensation of Directors No Director shall receive any salary or other similar compensation for any services as a Director; hows sim7 thf3 (es)2 (as)2 23.; h; asimy (h)4 (air)6 (e

to time designate. Such meeting shall be for the purpose of electing officers of the corporation, making recommendations for filling vacancies on the Board of Directors caused by the expiration of terms of Directors, and for the transaction of such other business as may come before the meeting.

Section 3. Regular Meetings Regular meetings of the Board of Directors shall be held at least quarterly upon notice in accordance with Section 5 of this Article VII.

Section 4. Special Meetings Special meetings of Directors may be called by, or at the direction of, the President or by any three (3) Directors then in office, to be held on such date and at such time, place and manner as shall be designated in the notice convening.

Section 5 Notice of Meeting

(a) Notice of the date, time, place and manner of any meeting of the Board of Directors other than special meetings shall be given at least seven (7) days previous thereto by written notice delivered personally or sent by mail, electronically or facsimile to each Director at his or her address or facsimile number as shown in the records of the corporation. If mailed, such notice shall be deemed to be delivered the next day during which regular mail deliveries are made after the day such notice is deposited in the United States Postal Service in a sealed envelope so addressed, with postage thereon prepaid. If notice be given electronically or by facsimile, such notice shall be deemed delivered upon transmission. Notice of special meetings shall be delivered at least twenty-four (24) hours before the date and time thereof. The business to be transacted at any regular or special meeting of the Board shall be specified in the notice of such meeting.

(b) The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

(c) Notice sent via email to e-mail addresses authorized by a Director is acceptable.

Section 6. Open Meetings All meetings of the Board shall be open and public, and all persons shall be permitted to attend any meeting of the Board, provided, however, that the Board may hold closed sessions during any meeting to consider those matters that may lawfully be considered in such sessions under Article 2 (commencing with Section 8920) of Chapter 7 of Part 55 of the Education Code.

Section 7. Quorum and Manner

Section 6. Vice ChairIn the absence of the Chair, the Vice Chair shall perform the duties of the Chair. The Vice Chair shall have such other powers and perform such other duties as may be assigned to him or her by the Chair or by the Board of Directors.

Section 7. SecretaryIn the absence of the Chair and Vice Chair, the Secretary shall perform all the duties of the Chair. The Secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the Board of Directors may direct, a book of minutes of all meetings, proceedings and actions of the Board or Directors, and of the Executive Committee. The minutes of meetings shall include the time, place and manner that the meeting was held; whether the meeting was annual, regular or special, and if special, how authorized, the notice given; the names of those present at Directors meetings. The Secretary shall keep or cause to be kept, at the principal office in California, a copy of the Articles of Incorporation and Bylaws, as

Committees

Section 1. Committees. The Board may appoint one or more committees, each consisting of two or more 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 fixing of compensation of the Directors for serving on the Board or on any committee;
- (c) The amendment or repeal of Bylaws or the adoption of any new bylaws;
- (d) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (e) The appointment of other committees of the Board or the members thereof;
- (f) The approval of any self-dealing transaction, as such transactions are defined in Section 5233(a) of the California Nonprofit Public Benefit Corporation Law.

Any such committee must be created, and the members thereof appointed, by resolution adopted by a majority of the Directors then in office, provided a quorum of at least two members is present. The Board may appoint, in the same manner, alternate members of any committee who may replace any absent member at any meeting of the committee. The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Minutes shall be kept of each meeting of each committee.

Section 2. Executive Committee.

The Executive Committee Composition: The Chair of the Board, the Vice Chair of the Board, the Secretary, the Chair of the Finance & Investment Committee, the Chair of the Board Development Committee, plus two ex officio members, the University's Chief Financial Officer/Treasurer and the Vice President for University Advancement. If the University President chooses not to be the Chair of the Board, the University President shall serve as a member of the Executive Committee.

The Executive Committee shall have and exercise the authority of the Board in the management of the corporation, approval of routine administrative and operational matters, 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.

The Executive Committee shall have and exercise such specific powers and perform such specific duties as prescribed by these Bylaws or as the Board of Directors shall from time to time prescribe or direct.

- d. With the exception of the Audit Committee, voting members of a Committee must be a CSUCI Foundation Board Director.

Contracts, Loans, Checks, Deposits, and Gifts

Section 1. Contracts The Board of Directors may authorize any officer or agent 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.

Section 2 Loans The Board of Directors 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.

Section 3. Borrowing. No loan shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors and in accordance with the policy of the Board of Trustees of the State of California.

Section 4. Checks, Drafts, Etc All checks, drafts, or other orders for payment of money, and all notes or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as, from time to time, shall be determined by resolution of the Board of Directors.

Section 5. Deposits 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 depositories as the Board of Directors may select.

Section 6. Gifts. TTc 0.003 Tw [(G)-(o)3 (s)2 (ito)3 (r)6 (ies) 5esSII]TJ -0.0-6.the

CERTIFICATE OF SECRETARY

I, the undersigned, the duly elected Secretary of CALIFORNIA STATE UNIVERSITY CHANNEL ISLAND FOUNDATION, a California nonprofit corporation, hereby certify that the foregoing is a full, true and correct copy of the Bylaws of the corporation with all amendments to date of this Certificate.

IN WITNESS WHEREOF, I have subscribed my name as of the date written below.

Dated: September 15, 2020

A handwritten signature in blue ink, appearing to read "Christopher Meissner", is written over a horizontal line. The signature is somewhat stylized and includes a large initial "C".

Christopher Meissner, Secretary