

AMENDED AND RESTATED BYLAWS OF
BAKERSFIELD COLLEGE ALUMNI ASSOCIATION,
AN AFFILIATE OF
BAKERSFIELD COLLEGE FOUNDATION, INC.,
A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION

INTRODUCTION

The name of this organization is the Bakersfield College Alumni Association (the “Association”). It is organized as an affiliate of the Bakersfield College Foundation, Inc., a California nonprofit public benefit corporation (the “Foundation”), to support the purposes of the Foundation as set forth in its Articles of Incorporation. Specifically, the purpose of the Association is: 1) to promote the interest of Bakersfield College and its alumni, students, and the community at-large; 2) to organize social events for alumni, students, faculty, staff, and community members, with the purpose of renewing and maintaining communication, and establishing new relationships among the alumni and the Bakersfield College community; and 3) to aid in the financial endeavors of Bakersfield College through fundraising.

ARTICLE I

OFFICES

Section 1.01. Initial Principal Office. The principal office of the Association for its transaction of business is located at 1801 Panorama Drive, Bakersfield, County of Kern, California 93305.

Section 1.02. Change of Principal Office. The Board of Directors (“Board”) is granted full power and authority to change the principal office of the Association from one location to another in the County of Kern, California. Any change of address will be noted by the secretary in these Bylaws, but will not be considered an amendment of these Bylaws.

ARTICLE II

MEMBERS

Section 2.01. Members. All persons who have a benevolent interest in assisting or promoting Bakersfield College shall be eligible for membership in the Association, including past students, faculty, staff, and supporters from the community at-large.

Section 2.02. Annual Membership Fee. The annual fee for membership in the Association shall be such amount as is determined by the Board from time-to-time.

Section 2.03. Lifetime Membership Fee. The fee for a lifetime membership in the Association shall such amount as is determined by the Board from time-to-time.

ARTICLE III

DIRECTORS

Section 3.01. Powers. Subject to any limitations in these Bylaws, the activities and affairs of the Association shall be conducted by or under the direction of the Board.

Section 3.02. Number. The authorized number of directors shall be at least thirteen (13) and no more than nineteen (19), with the exact number to be set by the Board. The Board shall also include one (1) non-voting, ex-officio director with said position to be filled by a staff member of the Foundation, as appointed by the Executive Director of the Foundation, to serve as a liaison between the Foundation and the Association. After adoption of these Bylaws, the number of authorized directors may be changed only by a duly adopted amendment to these Bylaws.

Section 3.03. Nomination. In March of each year, at the regularly scheduled meeting of the Board, a committee comprised of three (3) members of the Board shall be convened to nominate individuals for appointment or reappointment as directors on the basis of breadth of experience, appropriateness of skills and willingness and ability to participate effectively in fulfilling the Board's responsibilities.

Section 3.04. Election and Term of Office. Directors shall be elected or re-elected by the Board at the annual meeting of the Board in accordance with the following:

- (i) All directors, with the exception of the ex-officio board member, shall be entitled to hold office for a period of two (2) years from the date of election.
- (ii) The ex-officio director designated by the Foundation shall be entitled to hold office for a period of one (1) year from the date of appointment.
- (iii) The ex-officio director must remain an employee of the Foundation as a condition of serving as an ex-officio director of the Board of the Association.

Each director, including a director elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

Section 3.05. Resignation. A Director may resign at any time upon giving written notice to the President, the Secretary, or the Board. The resignation shall be effective upon receipt of the written notice, unless the notice specifies a later time at which the resignation is to become effective. If the resignation of a Director is effective at a later time, the Board may elect a successor to take office when the resignation becomes effective.

Section 3.06. Vacancies. All vacancies on the Board including, without limitation, vacancies caused by an increase in the authorized number of Directors or by removal, shall be

fulfilled by vote of a majority of the remaining Directors. Each Director so elected to fill a vacancy shall hold office for the remainder of his or her predecessor's unexpired term and until the election of a successor has been elected and qualified.

Section 3.07. Calling of Meetings. Meetings of the Board may be called by the President, any Vice-President, the Secretary or any two Directors.

Section 3.08. Location of Meetings. All meetings of the Board will be held at the principal office of the Association as specified in Section 1.01, or at such other location or via teleconference, video conference or web conference as changed by the President from time-to-time.

Section 3.09. Annual Meeting. The Board shall hold an annual meeting in May of each year, or as soon thereafter as may be practical. The annual meeting of the Board shall be conducted for the purpose of the election of Directors, the appointment of Officers and the transaction of other business. The time, date, and place of the annual meeting of the Board shall be set by the Board and all Directors not in attendance when the annual meeting is set shall be promptly notified. No other notice of the annual meeting shall be required.

Section 3.10. Regular Meetings. Regular meetings of the Board shall be held no less than once per quarter, at such time as shall be fixed by the Board. Regular meetings of the Board shall otherwise be held, without call or notice, at such time as shall from time-to-time be fixed by the Board.

Section 3.11. Special Meetings.

(a) Notice. Special meetings of the Board for any purpose or purposes may be called at any time by the President, the Secretary, or by any two Directors. Notice of the time and place of special meetings shall be delivered personally or by telephone to each Director or sent by electronic mail, first class mail or overnight delivery, charges pre-paid, addressed to each Director at the Director's address, as is shown on the records of the Association. In case such notice is mailed, it shall be deposited in the United States mail at least five business days before the time of the meeting. In case notice is delivered personally, by telephone or electronic mail, it shall be delivered personally or by telephone at least forty-eight (48) hours before the time of the meeting.

(b) Waiver of Notice. Notice of the special meeting need not be given to any Director who signs a waiver of notice or written consent to holding the meeting, or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting the lack of notice to that Director either before or at the commencement of the meeting. All waivers, consents and approvals must be filed with the Association's records or made a part of the minutes of the meetings.

Section 3.12. Quorum. A majority of the authorized number of Directors constitutes a quorum of the Board for the transaction of business, except as otherwise provided in these Bylaws. A meeting in which a quorum is initially present may continue to transact business even

if a quorum is later no longer present because of the withdrawal of one or more Directors, provided that any action taken when a quorum is no longer present is later approved by at least a majority of the required quorum for that meeting.

Section 3.13. Conduct of Meeting. The President or, in his or her absence, the Vice President will preside at the meetings of the Board. The Secretary of the Association or, in the Secretary's absence, any person appointed by the presiding Officer will act as Secretary of the Board. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in the meeting can hear one another. This participation constitutes personal presence at the meeting.

Section 3.14. Adjournment of Meeting. A majority of the Directors present at the meeting, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of the adjournment to another time and place must be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 3.15. Action without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to that action. Written consents must be filed with the minutes of the proceedings of the Board. Action by written consent has the same force and effect as the unanimous vote of the Directors.

ARTICLE IV

COMMITTEES

Section 4.01. Standing Committees.

(a) Creation. The Board may create one or more standing committees of the Board, each consisting of two or more Directors, to serve at the pleasure of the Board. The President, by virtue of office, shall be a member of all committees. The President may appoint one or more Directors as alternative members of any committee, who may replace any absent members at any meeting of the committee.

(b) Conduct of Committee Meetings. The Board shall have the power to prescribe the manner in which proceedings of any committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceeding shall be conducted. Unless these Bylaws, the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any committee shall be governed by the provisions of Article III applicable to meetings and actions of the Board. Each committee shall keep regular minutes of its proceedings and shall report the same to the Board from time to time, as the Board may require.

Section 4.02. Special Committees and Task Forces. Special committees and task forces may be appointed by the President and confirmed by the Board for such special tasks as

circumstances warrant. A special committee or task force shall limit its activities to the accomplishment of the task for which it is appointed and shall have no power to act except as is specifically confirmed by action of the Board. Upon completion of the task for which appointed, such task force shall stand discharged.

Section 4.03. Quorum. A majority of the members of a committee shall constitute a quorum at any meeting of that committee. Each committee shall meet as often as is necessary to perform its duties.

Section 4.04. Vacancies. Vacancies on any committee may be filled for the unexpired portion of the term in the same manner as provided in the case of original appointments.

ARTICLE V

OFFICERS

Section 5.01. Designated Officers. The Officers of the Association shall be a President, a Vice President, a Secretary, a Treasurer, and those other Officers with such titles and duties as determined by the Board and as may be necessary to enable it to sign instruments.

Section 5.02. Selection by Board. The Officers of the Association shall be chosen by the Board and serve at the pleasure of the Board.

Section 5.03. Removal and Resignation. Any Officer may be removed, either with or without cause, by a two-thirds (2/3rds) vote of the Board at any regular or special meeting of the Board. Any Officer may resign at any time by giving written notice to the Association. Any resignation shall take effect on the date of receipt of that written notice or at any later time specified in said notice. Unless otherwise specified in the notice, acceptance of the resignation shall not be necessary to make it effective.

Section 5.04. Vacancy. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in the Bylaws for regular appointments to that office.

Section 5.05. President and Vice President Duties. The President shall preside at all meetings of the Board and general membership meetings of the Association unless they designate the Vice President to preside in their stead. The President shall act as chairman of the Board, appoint committees as may be deemed necessary in forwarding the purposes and policies of the Association, and be an ex-officio member of all committees. The President shall perform all duties as usually pertain to such office, represent the Association in an official capacity and shall be directly responsible to the Board. If there is no President, or the President dies or is disabled while in office, and if a Vice President has been appointed by the Board, the Vice President shall have the powers and duties prescribed for the President.

Section 5.06. Secretary Duties. The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board may direct, a book of minutes of all

meetings and actions of Directors and committees of Directors, with the time and place of holding such meeting, whether regular or special, and, if special, how authorized, the notice given, the names of those present at Directors' meetings or committee meetings and the proceedings conducted at such meetings. Subject to the remaining provisions contained in these Bylaws, the Secretary or, if the Secretary is absent or unable to act, any other Officer of the Association, shall give, or cause to be given, notice of all meetings, which are required by these Bylaws to be given. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board or by these Bylaws.

Section 5.07. Treasurer Duties. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Association, including amounts of its assets, liabilities, receipts, and disbursements. The Treasurer shall also cause to be deposited all monies and other valuables in the name and to the credit of the Association with such depositories as may be designated by the Foundation. The Treasurer shall have no authority to disburse funds of the Association and such disbursements shall only be made by the Foundation on behalf of the Association. Subject to the foregoing, the Treasurer shall have other powers and perform such other duties as may be prescribed by the Board or by the Bylaws.

ARTICLE VI

ASSOCIATION RECORDS AND REPORTS

Section 6.01. Association Records. The Association shall keep, at its principal executive office, the original or a copy of these Bylaws, as amended to date. These Bylaws, as may be amended, shall be open to inspection by the Directors at all reasonable times during office hours.

Section 6.02. Accounting Records. The books and records and minutes of proceedings of the Board, and any committee or committees, shall be kept at such place or places designated by the Board or, in the absence of such designation, at the principal executive office of the Foundation. The minutes shall be kept in written form and the accounting books and records shall be kept either in written form or in any other form capable of being converted into written form.

Section 6.03. Inspection. Every Director shall have the absolute right, at any reasonable time, to inspect all books, records, and documents of every kind, as well as to inspect the fiscal properties of the Association. This inspection by a Director may be made in person or by an agent or attorney and the right of inspection includes the right to copy and make extracts of the documents.

Section 6.04. Annual Report. The Treasurer, in cooperation with staff of the Foundation, shall prepare an annual report containing the following information, which shall be furnished to the Board at its annual meeting for preceding fiscal year:

- (i) The assets and liabilities, including the trust funds, of the Association as of the end of the fiscal year.

(ii) The principal changes in assets and liabilities, including trust funds, during the fiscal year.

(iii) The revenue or receipts of the Association, both unrestricted and restricted to particular purposes, for the fiscal year.

(iv) The expenses or disbursements of the Association, for both general and restricted purposes, during the fiscal year.

ARTICLE VII

GENERAL PROVISIONS

Section 7.01. Collection/Disbursement of Funds. All checks, drafts, or other orders for payment of money, notes or other evidence of indebtedness, issued in the name of or payable to the Association, 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 for the Foundation.

Section 7.02. No Conflict. No Director, Officer, employee of or person connected with this Association, or any other private individual, shall at any time receive any share of the net earnings or pecuniary profit from the operations of this Association.

Section 7.03. Prohibited Actions. Notwithstanding any other provision of these Bylaws, no Director, Officer, employee or representative of this Association shall take any action or carry on any activity by or on behalf of this Association not permitted to be taken or carried on by any organization except under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue law).

Section 7.04. Gifts. Subject to the restrictions of the California Nonprofit Public Benefit Corporation Law and the Internal Revenue Code, as amended, the Directors and Officers may accept, on behalf of the Association, any gift, contribution, debt, quest, or devise determined by such Directors as appropriate for continuation of the specific purposes for which the Association was formed.

Section 7.05. Construction. Unless the contract requires otherwise, the general provisions, rules of construction and definitions in the California Corporations Code applicable to general corporate law, or where applicable, corporate law dealing specifically with the California Nonprofit Public Benefit Corporation Law, shall govern the construction of these Bylaws. Without limiting the generality of these provisions, the singular number includes the plural, the plural number includes the singular and the term “persons” includes both corporate and natural persons.

Section 7.06. Amendment of Bylaws. The Association may amend these Bylaws upon approval by a majority vote of the Board. Whenever new Bylaws, or any amendments thereto,

are adopted, they shall be included in the Association's minute book with the original Bylaws. If any Bylaws or amendments thereto are repealed, the fact of repeal with the date of the meeting or action by written consent when said repeal was adopted shall be stated in a writing placed in the Association's minute book with the original Bylaws.

CERTIFICATE OF SECRETARY

I certify that:

1. I am the secretary of the BAKERSFIELD COLLEGE ALUMNI ASSOCIATION.
2. The attached Amended and Restated Bylaws are the Bylaws of the Association approved by the Board of Directors on March 23, 2021.

DATED: March 23, 2021

_____, Secretary