BYLAWS OF THE

PERALTA COLLEGES FOUNDATION
A California Nonprofit Public Benefit Corporation
Foundation Board Adopted: May 26, 2026

ARTICLE 1: OFFICES

The principal office for the transaction of the business of the Peralta Colleges Foundation ("Foundation") shall be located at 333 E. 8th Street, Oakland, CA 94606. The Directors may change the principal office from one location to another, and this section shall be amended accordingly.

ARTICLE 2: OBJECTIVE, PURPOSES, AND CONFORMANCE WITH LAWS, REGULATIONS, POLICIES AND PROCEDURES

The Foundation has been formed under the California Nonprofit Public Benefit Corporation Law for the purposes stated in the Articles of Incorporation. The Articles of Incorporation of the Foundation provide that the Foundation is organized under California Nonprofit Public Benefit Corporation Law (Cal. Corp. Code, §§ 5110-6815) and operates exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The specific purpose of the Foundation is to advance the interests and promote the welfare of the Perala Community College District ("District") and its colleges (Berkeley City College, College of Alameda, Laney College, Merritt College).

The Foundation is established as an Auxiliary Organization of the District pursuant to Education Code section 72670(e) in accordance with all of the provisions of Education Code section 72670 et seq. and 5 CCR 59250 et seq. The Foundation shall meet all requirements set forth in 5 CCR 59251(b) and 59255(e) for a written agreement between the Foundation and the District, including, but not limited to, the following requirements:

(a) The Foundation shall maintain its organization and operate in accordance with sections 170(b)(1)(A), 501(c)(3), and 509(a)(1) of the Internal Revenue Code of 1986, and Government Code section 12580, and shall maintain compliance with all requirements thereof at all times.

(b) The Foundation shall maintain its Articles of Incorporation, Bylaws, organization and operations in accordance with Education Code sections 72670 et seq. and 5 CCR 59250 et seq.

(c) The Foundation shall operate in compliance with District Board Policy 3600 and District Administrative Procedure 3600 Auxiliary Organizations.

(d) Rules and procedures for the administration of auxiliary organizations may be revised as necessary by the District's Chancellor or designee by amendment to District Administrative Procedure 3600. The Chancellor shall notify the Foundation Board promptly in writing of such revisions and inform the Foundation Board of the date by which any changes in the organization's procedures must be accomplished.

(e) The Foundation Board shall select an attorney admitted to practice in this state and a licensed certified public accountant to provide advice and counsel to the Foundation Board. Each shall have experience appropriate to the responsibility and shall have no financial interest in any contract or other transaction entered into by the Foundation Board which he/she/they serves. Neither the attorney nor the certified public accountant needs to be a member of the Foundation Board. The Foundation Board shall obtain the services and counsel of an attorney admitted to practice in the State of California whenever the need arises.

ARTICLE 3: DEDICATION OF ASSETS

The assets and properties of this nonprofit corporation are irrevocably dedicated to educational and/or charitable purposes as stated in the Articles of Incorporation. Upon dissolution, liquidation, or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed as provided in the Articles of Incorporation. The Foundation Board shall dissolve, liquidate, and wind up the corporation upon cessation of operations or loss of the corporation's status as an approved Auxiliary Organization of the District. If the Foundation holds any assets in trust, the District shall assume the role of successor trustee if permitted by the documents establishing the trust and, if not, such assets shall be disposed of in such manner as may be directed by decree of the Superior Court of Alameda County, upon petition by the California Attorney General or by any person concerned in the liquidation.

ARTICLE 4: DIRECTORS

Section 4.1: Powers

(a) General Corporate Powers. The business and affairs of the Foundation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Foundation Board of Directors ("Foundation Board"), except as limited herein or under the Master Agreement with the District.

(b) Specific Powers. Without prejudice to their general powers, the Foundation Board shall have the power to:

(1) Select and remove the Elected Officers of the corporation as defined in Section 4.2(a), subject to the approval of the Chancellor; prescribe any power and duties for them that are consistent with the law, with the Articles of Incorporation, and with these Bylaws.

(2) Change the principal business office from one location to another within the boundaries of the District.

(3) Adopt, make, and use a corporation seal and alter the form of the seal; however, the Foundation Board is not required to adopt, make or use a corporation seal.

(4) Borrow money and incur indebtedness on behalf of the corporation, subject to prior written approval by the District Chancellor and cause to

be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt.

Section 4.2: Number of Directors

The Foundation Board shall consist of thirteen (12) members ("Directors") as follows.

(1) The President of the District's Board of Trustees, or designee;

(2) District Deputy Chancellor, Chief Operating Officer or, if that individual is unable to serve, another administrator or designee as designated by the Chancellor;

(3) The District's College Presidents, or another administrator or designee from the college as designated by the Chancellor;

(4) Six (6) at-large individuals elected by the Foundation Board in accordance with these bylaws.

(5) District Chancellor (ex. officio)

Each Director will have one vote on each matter presented to the Board for action. Directors may not vote by proxy.

Section 4.3: Designation, Term of Office of Directors, and Duties

(a) The Chancellor shall designate the initial set of Directors. Thereafter, at-large Directors shall be nominated by the Governance and Nominating Committee and elected by a majority vote of the Foundation Board, subject to final ratification by the Chancellor.

(b) The term of office for District Directors (section 4.2 (1), (2) (3) and (4)) of the Foundation Board shall continue until the Director no longer holds the position or is no longer the designee of the person who holds position, set forth in Section 4.2, or until there is a vacancy of a Director position.

(c) The term of office for the six at-large Directors shall be six (6) years, with eligibility for up to two (2) additional terms. The terms shall be staggered so that the terms of one (1) such director expires each year.

(d) The Chair of the Foundation Board shall be selected by a majority vote of the Directors following the designation of Directors at each annual meeting. The Directors may also select a Vice Chair in the same manner at the annual meeting.

(e) Duties. (a) Chair. Presides at meetings, appoints committee chairs subject to Board approval, and serves as the Board's liaison to the District. (b) Vice Chair. Performs the duties of the Chair in the Chair's absence and such

other duties as assigned. (c) Secretary. Keeps minutes, provides notices, maintains corporate records, and attests to corporate actions. If the Foundation employs a Foundation Manager, that person shall serve as Foundation Secretary, if vacant this role shall be filled by the Vice Chair. (d) Treasurer/CFO. Oversees financial affairs, ensures proper accounting, internal controls, budgeting, and compliance with audit and reporting requirements set forth in Section 7. The District Deputy Chancellor/Chief Operating Officer shall serve as the Foundation Treasurer/CFO

Section 4.4: Vacancies

(a) Events Causing Vacancy. A vacancy of a Director position on the Foundation Board shall be deemed to exist at the occurrence of any of the following:

(1) The death, resignation, or removal of any Director.

(2) The declaration by resolution of the Foundation Board of a vacancy in the office of a Director who has been declared of unsound mind by court order or convicted of a felony, or who has been found by final order or judgment of any court to have breached a duty under California Corporations Code § 5231.

(3) The Director no longer holds the position or is no longer the designee of the person who holds the position, set forth in Section 4.2.

(b) Resignation. Any Director may resign, which resignation shall be effective upon receipt of written notice by the Chair of the Foundation Board, the Chancellor, or the Foundation Board Secretary, unless the notice specifies a later effective date for the resignation.

(c) Removal.

(1) Any Director may be removed, with or without cause, by a majority vote of the Foundation Board at a special meeting called for that purpose, or at a regular meeting, provided notice of that meeting and of the removal issue is given as provided in Section 4.8.

(2) Any Director who does not attend three (3) successive Foundation Board meetings may be removed by a majority vote of the Foundation Board. The Director will be advised of any such removal in writing by the Chair of the Foundation Board, unless:

(i) The Director requests in writing a leave of absence for a limited period of time, and the leave is approved by the Foundation Board. If such leave is granted, the number of Directors will be reduced by one in determining whether a quorum is present or not.

(ii) The Director suffers from an illness, injury or disability that prevents him or her from attending meetings and the Foundation Board.

(iii) The Foundation Board agrees to reinstate or retain the Director who has missed three meetings.

(d) Filling of Vacancies. Any vacancy caused by the death, resignation, or removal of a Director shall be filled in accordance with the appointment and election process set forth in these bylaws. Vacancies among at-large Directors shall be filled by nomination by the Governance and Nominating Committee, election by a majority vote of the Foundation Board, and ratification by the Chancellor. Vacancies among District-designated Directors shall be filled by designation of the Chancellor.

Section 4.5: Meetings; Compliance with Brown Act

All meetings of the Foundation Board and Committees of Directors as defined in Sections 5.1, 5.2, and 5.4 shall be held in compliance with the requirements of the open meeting laws set forth in the Ralph M. Brown Act ("Brown Act") contained in California Government Code section 54950, *et seq*.

Section 4.6: Place of Meeting; Meeting by Teleconference

Regular meetings of the Foundation Board shall generally be held at the District Service Center of the Peralta Community College District; however, the Foundation Board by majority vote may schedule a meeting for another location subject to the approval of the Chancellor and the requirements of the Brown Act. Directors may participate in a meeting through use of conference telephone, or similar communications equipment ("Teleconference"), so long as all requirements of the Brown Act are met. Participation in a meeting by Teleconference shall constitute presence in person at such meeting.

Section 4.7: Annual Meeting and Regular Meetings

The Foundation Board shall hold an annual meeting at a time and place designated by the Foundation Board for purposes of electing officers, designating committees, and transacting regular business. The Foundation Board shall hold regular meetings on at least a quarterly basis, with the annual meeting serving as one of the quarterly meetings. Notice of these meetings shall be in accordance with Section 4.8.

Section 4.8: Notice of Regular Meeting

Notice of a regular meeting of the Foundation Board shall be posted at least 72 hours before the meeting in a location that is freely accessible to the public. Weekend hours may be included, but the agenda must be accessible during the entire 72-hour period. In lieu of posting a paper copy, the agenda may also be posted on a touch-screen kiosk if accessible to the public without charge. Upon written request, the Foundation Board must mail the agenda or agenda packet when the agenda is posted or distributed to the Foundation Board, whichever comes first. A request for notice by mail is valid for one year from the date it is filed unless a renewal request

is filed. Agendas for regular meetings must contain the time and location of the meeting and a brief general description of each item to be discussed, including items to be discussed in closed session. Every agenda shall provide an opportunity for public comment before or during the Foundation Board's consideration of the item. Closed session items must be placed on the agenda, and the agenda must include an opportunity for public comment before closed session.

Section 4.9: Special Meetings

Special meetings of the Foundation Board for any purpose may be called at any time by the Chair of the Board, the Chancellor, or any two Directors. Notice of special meetings shall be in accordance with Section 4.10.

Section 4.10: Notice of Special Meetings

Notice of special meetings of the Foundation Board shall be posted at least 24 hours before the meeting in a location freely accessible to the public. The notice must be delivered at least 24 hours before the meeting to all members of the Foundation Board (unless waived in writing before the meeting or if the member actually appears at the meeting) and to any newspaper, radio or television station that has requested notice in writing. The notice must specify the matters to be transacted or discussed at the meeting. No other business may be considered by the Foundation Board.

Section 4.11: Quorum

A majority of the Directors present at the meeting in person shall constitute a quorum for the transaction of business, except as provided in Section 4.12. Every act or decision made by a majority of the Directors participating in a meeting held at which a quorum is present shall be regarded as the act of the Foundation Board, subject to the provisions of the California Nonprofit Corporation Law. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of any Director, if any action is approved by at least a majority of the quorum required for the meeting.

Section 4.12: Adjournment

A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Written notice of the adjournment must be given in the same manner of notice as for special meetings, as set forth in Section 4.10.

Section 4.13: Compensation of Directors

The Foundation Board may authorize the advance or reimbursement of actual reasonable expenses incurred by a Director or member of a committee in carrying out his or her duties. Directors shall not otherwise be compensated.

Section 4.14: Conduct of Directors

(a) No member of the Foundation Board shall be financially interested in any contract or other transaction entered into by the Foundation. Any contract or transaction entered into in violation of this section is void.

(b) No contract or other transaction entered into by the Foundation Board is void under the provisions of Education Code Section 72677; nor shall any member of the Board be disqualified or deemed guilty of misconduct in office under such provisions, if pursuant to Education Code Section 72678, both of the following conditions are met:

(1) The fact of such financial interest is disclosed or known to the Foundation Board and noted in the minutes, and the Board thereafter authorizes, approves, or ratifies the contract or transaction in good faith by a vote sufficient for the purpose without counting the vote or votes of such financially interested Directors.
(2) The contract or transaction is just and reasonable as to the auxiliary organization at the time it is authorized or approved.

(c) The provisions of Education Code Section 72678 above shall not be applicable if any of the following conditions are met:

(1) The contract or transaction is between the Foundation and a member of the Foundation Board.
(2) The contract or transaction is between Foundation and a partnership or unincorporated association of which any Foundation Director is a partner or in which he/she/they is the owner or holder, directly or indirectly, of a proprietorship interest.
(3) The contract or transaction is between Foundation and a corporation in which any member of the Foundation Board is the owner or holder, directly or indirectly, of five percent or more of the outstanding common stock.
(4) A member of the Foundation Board is interested in a contract or transaction within the meaning of Education Code Section 72677 and, without first disclosing such interest to the Directors at a public meeting of the Foundation Board, influences or attempts to influence another Director or Directors to enter into the contract or transaction.

(d) It is unlawful for any person to utilize any information not a matter of public record, which is received by the person by reason of his/her/their membership on the Foundation Board, for personal pecuniary gain, regardless of whether he/she/they is or is not a Director at the time such gain is realized.

(e) Not more than 49 percent of the persons serving on the Foundation Board at any time may be interested persons. An interested person is (a) any person compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise; (b) any shareholder, employee or officer of any corporation, or partner or employee of any partnership, which has rendered compensated services to the corporation within the previous 12 months; and (c) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, mother-in-law, or father-in-law of any person described in (a) or (b) of this section. Any violation of the provisions of this paragraph shall not, however,

affect the validity or enforceability of any transaction entered into by the corporation.

ARTICLE 5: COMMITTEES

Section 5.1: Committees of Directors

The Foundation Board may, by resolution adopted by a majority of the Directors then in office, designate one or more committees consisting of three or more Directors, and only of Directors, to serve at the pleasure of the Foundation Board ("Committee(s) of Directors"). Any member of any Committee of Directors may be removed, with or without cause, at any time by the Foundation Board. Any Committee of Directors, to the extent provided in the resolution of the Foundation Board, shall have all or a portion of the authority of the Foundation Board as set forth in the Board's authorizing resolution, except that no committee, regardless of the Board resolution, may:

(a) Fill vacancies on the Foundation Board or on any committee;

(b) Amend or repeal the Articles of Incorporation or Bylaws or adopt new Bylaws;

(c) Amend or repeal any resolution of the Foundation Board;

(d) Designate any other committee of the Foundation Board or appoint the members of any committee;

(e) Approve any transaction (i) to which the corporation is a party and as to which one or more Directors has a material financial interest, or (ii) between the corporation and one or more of its Directors or between the corporation and a corporation or firm in which one or more of its Directors has a material financial interest;

(f) Act in violation of the Brown Act public meeting law.

Section 5.2: Executive Committee

The Chancellor or designee and the Board Chair and Vice Chair shall serve as the Foundation Executive Committee. The Chair of the Foundation Board shall serve as chair of the Executive Committee. The Executive Committee, unless limited by a resolution of the Foundation Board, shall have and may exercise all the authority of the Foundation Board in the management of the business and affairs of the corporation between meetings of the Board; provided, however, that the Executive Committee shall not have the authority of the Foundation Board in reference to those matters enumerated in Section 5.1., and shall comply with the requirements of the Brown Act.

Section 5.3: Advisory Committees

(a) The Foundation Board may establish one or more Advisory Committees to the Board. The members of any Advisory Committee may consist of Directors or non-directors. Advisory Committees may not exercise the authority of the Foundation Board to make decisions on behalf of the

corporation, but shall be limited to making recommendations to the Board or the Board's authorized representatives and to implementing the Foundation Board of Director's decisions and policies. Advisory Committees shall be subject to the supervision and control of the Foundation Board.

Section 5.4: Audit Committee

(a) At all times when this corporation is required by applicable law to have an independent audit, or at any time the corporation voluntarily chooses to do so, the corporation shall have an audit committee consisting of at least three Directors, which may include nonvoting advisors ("Audit Committee"). The Audit Committee shall be chaired by an independent at-large Director. Directors who are employees of the corporation or who receive directly or indirectly any consulting, advisory, or other compensatory fees from the corporation (other than for service as a Director) may not serve on the Audit Committee.

(b) The fiscal year of the Foundation shall coincide with that of the District. Foundation shall utilize and abide by the District's accounting system in accordance with generally accepted accounting principles. The Foundation shall adhere to the District's financial standards to ensure the fiscal viability of the Foundation. Such standards shall include proper provision for professional management, adequate working capital, and adequate reserve funds for current operations, capital replacements, contingencies and adequate provisions for new business requirements.

(c) An annual audit report on behalf of the Foundation will be prepared by the District, which reflects the Foundation's operations and financial status. Such audit shall be conducted as part of a fiscal audit of the District itself with assistance from Foundation staff. The audit shall be performed by a certified public accountant in accordance with auditing standards generally accepted in the United States of America. The audit shall be a public record, except as otherwise provided by law.

(d) The Audit Committee shall coordinate with the District on all activities of the Foundation and the District related to the annual audit.

Section 5.5: Governance and Nominating Committee

(a) The Foundation Board shall maintain a Governance and Nominating Committee composed of no fewer than three (3) Directors appointed by the Chair of the Foundation Board and approved by the Foundation Board.
(b) The Governance and Nominating Committee shall be responsible for identifying, recruiting, and recommending qualified candidates for service as at large Directors of the Foundation Board. In making recommendations, the Committee shall consider the skills, experience, diversity, community representation, philanthropic engagement, and expertise needed to support the mission and strategic priorities of the Foundation and the District.
(c) The Committee shall also support Board development through orientation of new Directors, ongoing Board education, succession planning, periodic review of Board

composition and effectiveness, and recommendations regarding governance practices and Director engagement.

(d) At-large Directors shall be elected by a majority vote of the Foundation Board from candidates recommended by the Governance and Nominating Committee and shall be subject to final ratification by the Chancellor.

Section 5.6: Meeting and Action of Committees

The Foundation Board may adopt rules for any committee not inconsistent with the provisions of these Bylaws.

ARTICLE 6: OFFICERS

Section 6.1: Elected Officers

The elected officers of the Foundation Board shall include the Chair and the Vice-Chair as set forth in Sections 6.1 and 6.2 ("Elected Officers"). The Elected Officers of the corporation shall be chosen by the Directors, and each shall serve at the pleasure of the Foundation Board. Elected Officers will generally be elected each year at the annual meeting with terms of office lasting for one year, unless otherwise designated by the Directors.

Section 6.2: Duties of Elected Officers

Subject to any limitations imposed under Article 9, the officers named below shall have the following authority, powers, and duties:

(a) Chair of the Foundation Board. The Chair of the Foundation Board ("Chair") shall preside at all meetings of the Foundation Board and the Annual Meeting of the Foundation. The Chair shall appoint the chair of all committees of the Foundation Board (unless such position is filled by a person designated by these Bylaws) and shall be a direct or ex-officio member of all committees of the Foundation Board. The Chair will also serve as chief executive officer of the Foundation, and shall administer the affairs of the Foundation, subject to such policies as may be established by the Foundation Board. The Chair shall cause any required notice of any meetings of the Foundation Board to be appropriately given. The Chair shall have charge of all the books and records of the Foundation, except the books of account. The duties and activities of the Chair shall be consistent with the goals of the District and the Strategic Plan of the Foundation.

(b) Vice Chair of the Foundation Board. The Vice-Chair of the Foundation Board ("Vice-Chair") shall have the power and authority to and shall perform the duties of the Chair in the absence of the Chair, or upon request of the Chair, and shall perform such other duties as may be assigned by the Chair or prescribed by the Foundation Board. The Vice-Chair shall also serve as the Secretary of the Foundation Board and in general shall perform the duties of the secretary of a corporation, together with such other duties as may be assigned by the Chair and

the Foundation Board. The Vice-Chair/Secretary shall cause the taking and preparation of minutes of all meetings of the Foundation Board and the Annual Meeting.

(c) Treasurer. The District's Chief Business Officer shall serve as Foundation's Treasurer and have charge and custody of, and be responsible for, all funds and securities of Foundation and shall keep full and accurate accounts of receipts, disbursements and other Foundation financial matters, and perform such other duties as may be prescribed by the Chair or the Foundation Board, with approval by the Chancellor. The Treasurer shall have primary responsibility for the oversight of the Foundation's financial affairs and annual budgets. The Treasurer shall also cause to be prepared such budgets, financial forecasts and financial statements as may be required for the effective management of Foundation. The Treasurer shall also be required to fulfill all responsibilities of Treasurer listed in section 7.4. The duties and activities of this office shall be consistent with the goals of the District and the Strategic Plan of Foundation.

(d) Secretary. The Secretary of the Foundation Board shall be filled by the Foundation Manager unless the position is vacant in which the Secretary shall be filled by the Vice Chair. The Secretary shall perform the duties of the secretary of a corporation, together with such other duties as may be assigned by the Chair and the Foundation Board. The Secretary shall cause the taking and preparation of minutes of all meetings of the Foundation Board and the Annual Meeting.

Section 6.3: Removal of Elected Officers

Any Elected Officer may be removed, with or without cause, by a majority vote of the Directors, subject to the approval of the Chancellor, at any regular or special meeting of the Foundation Board.

Section 6.4: Resignation of Elected Officers

Any Elected Officer may resign at any time by giving written notice to the Foundation Board, the Chair, or the Vice-Chair/Secretary of Foundation. Any resignation shall take effect at the date of receipt of that notice or at any later time specified in that notice. Unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation shall be without prejudice to the rights, if any, of Foundation under any contract to which the Officer is a party.

Section 6.5: Vacancies in Office

A vacancy in an Elected Office because of death, resignation, removal, disqualification, or any other cause shall be filled for the remainder of the term by appointment by the Chancellor in consultation with the Foundation Board.

ARTICLE 7: RECORDS AND REPORTS

Section 7.1: Responsibilities of Officers

The corporation shall keep at its principal executive office the original or a copy of its Articles and Bylaws as amended to date.

Section 7.2: Responsibilities of Officers

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

Section 7.3: Inspection by Directors

Every Director shall have the absolute right at any reasonable time during regular business hours and with reasonable notice to inspect all books, records, and documents of every kind and the physical properties of the corporation. 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 documents.

Section 7.4: Responsibilities of Treasurer

Within 120 days after the end of the corporation's fiscal year, the Treasurer shall furnish or cause to be furnished a written report to the Foundation Board containing the following information:

(a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;

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

(c) The revenue or receipts of the corporation, including both unrestricted and restricted funds for particular purposes, for the fiscal year;

(d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year;

(e) Any transaction during the previous fiscal year involving more than $50,000 in which the corporation was a party and in which any Director or Officer of the corporation has a direct or indirect financial interest, or any of a number of such transactions in which the same person had a direct or indirect financial interest and which transactions in the aggregate involved more than $50,000; and

(f) The amount and circumstances of any indemnifications or advances aggregating more than $10,000 paid during the fiscal year to any Director or Officers of the corporation pursuant to Article 8 of these Bylaws, unless such indemnification has already been approved pursuant to Section 8.1.

(g) For each transaction, the report must disclose the names of the interested

persons involved in such transaction and state such person's relationship to the corporation, the nature of such person's interest in the transaction and, where practicable, the value of such interest.

(h) The report shall be accompanied by a report of independent accountants prepared from the books and records of this corporation. Such report may be furnished to the Directors by electronic transmission in accordance with Section 12.2 of these Bylaws.

Section 7.5: Authority to Execute Contracts and Expenditures

The Foundation Board may authorize the Chair and the Treasurer, acting jointly, to execute contracts and approve expenditures on behalf of the Foundation without prior Foundation Board approval, provided that:

(1) the expenditure or contract obligation does not exceed Twenty-Five Thousand Dollars ($25,000) per transaction.

(2) the expenditure is consistent with the approved Foundation budget and the purposes of the Foundation.

(3) both the Chair and Treasurer approve and sign the transaction or agreement.

(4) such authority is included within the annual District Board resolution establishing signatory authority.

Nothing in this section shall authorize the Chair, Treasurer, or any individual Director to incur indebtedness, borrow funds, or otherwise obligate the Foundation to any loan, line of credit, or financing arrangement without prior approval of the Foundation Board and any required approval of the District Board.

Section 7.5: Financial Audit

In accordance with California Government Code section 12586, the corporation shall obtain a financial audit annually. Any audited financial statements obtained by the corporation, whether or not required by law, shall be made available for inspection by the Attorney General and by the general public within 9 months after the close of the fiscal year to which the statements relate. For 3 years, such statements (a) shall be available at the corporation's principal office during regular business hours and (b) shall be made available either by mailing a copy to any person who so requests in person or in writing, or by posting them on the corporation's website.

ARTICLE 8: INDEMNIFICATION AND INSURANCE

Section 8.1: Right to Indemnification

This corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any action or proceeding by reason of the fact that such person is or was an

Officer, Director, or agent of this corporation, or is or was serving at the request of this corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, or other enterprise, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding, to the fullest extent permitted under the California Nonprofit Corporation Law.

In determining whether indemnification is available to the Director, Officer, or agent of this corporation under California law, the determination as to whether the applicable standard of conduct set forth in Corporations Code §5238 has been met shall be made by a majority vote of a quorum of Directors who are not parties to the proceeding. If the number of Directors who are not parties to the proceeding is less than two-thirds of the total number of Directors seated at the time the determination is to be made, the determination as to whether the applicable standard of conduct has been met shall be made by the court in which the proceeding is or was pending. Such determination by the Foundation Board shall be made in consultation with legal counsel.

Section 8.2: Insurance

This corporation shall have the power and shall use its best efforts to purchase and maintain insurance on behalf of any Director, Officer, or agent of the corporation, against any liability asserted against or incurred by the Director, Officer, or agent in any such capacity or arising out of the Director's, Officer's, or agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under Section 8.1 of these Bylaws; provided, however, that the corporation shall have no power to purchase and maintain such insurance to indemnify any Director, Officer, or agent of the corporation for any self-dealing transaction, as described in Corporations Code §5233.

ARTICLE 9: CONTRACTS AND LOANS

Section 9.1: Contracts and Fiscal Matters

(a) The Treasurer of the Foundation Board and the District Chancellor, jointly, shall have authority to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation, subject to the financial policies, procedures, and requirements of the District.

(b) No Director, Officer, or agent of Foundation shall authorize or allow any corporate funds to be expended for any purposes other than as set forth in these Bylaws, the Articles of Incorporation of Foundation, and the annual budget approved by the Board or for purposes reasonably incidental thereto. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Foundation shall be signed by such officer or officers, agent or agents of the Foundation in such manner as shall from time to time be determined by policy or resolution of the Foundation Board. In the absence of such determination by the Foundation Board, such instrument shall be signed by the Treasurer or other person designated by the Chancellor.

(c) No Director or Officer of this corporation, nor any other corporation, firm, association, or other entity in which one or more of the corporation's Directors

or Officers are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or other transaction with this corporation, unless (i) the material facts regarding such Director's or Officer's financial interest in such contract or transaction and/or regarding such common directorship or financial interest are fully disclosed in good faith and are noted in the minutes, or are known to all members of the Foundation Board prior to consideration by the Foundation Board of such contract or transaction; (ii) such contract or transaction is authorized in good faith by a majority of the Directors by a vote sufficient for that purpose without counting the vote or votes of such interested Director(s); (iii) prior to authorizing or approving the transaction, the Foundation Board considers and in good faith determines after reasonable investigation under the circumstances that the corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; (iv) this corporation enters into the transaction for its own benefit, and the transaction is fair and reasonable to this corporation at the time the transaction is entered into; and such transaction is approved by the Chancellor.

(d) The provisions of this Section do not apply to a transaction which is part of an educational or charitable program of the corporation if it: (i) is approved or authorized by the corporation in good faith and without unjustified favoritism; and (ii) results in a benefit to one or more Directors or Officers or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this corporation.

Section 9.2: 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 10: AMENDMENTS

These Bylaws may be adopted, amended, or repealed by a majority vote of the Foundation Board, subject to the approval of the Chancellor and the District's Board of Trustees.

ARTICLE 11: MEMBERS

This corporation may have members as set forth in the Articles of Incorporation; however, this corporation shall not have voting members within the meaning of the California Nonprofit Corporation law.

ARTICLE 12: CONSTRUCTION AND DEFINITIONS

Section 12.1: Construction and Definitions

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, and the plural number includes the singular.

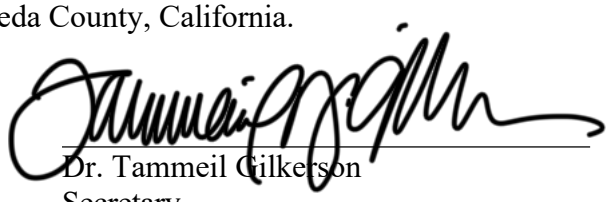
Section 12.2: Electronic Transmission

Subject to any guidelines and procedures that the Foundation Board may adopt from time to time, the terms "written," and "in writing" as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means and may include electronic transmissions, such as facsimile or email, provided (i) for electronic transmissions from the corporation, the corporation has obtained an unrevoked written consent from the recipient to the use of such means of communication; (ii) for electronic transmissions to the corporation, the corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (iii) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of Foundation, a California nonprofit public benefit corporation; that these bylaws, consisting of seventeen pages, are the bylaws of this corporation as adopted by its Board of Directors on May 26, 2026, and that these bylaws have not been amended or modified since that date.

Executed on May 26, 2026, at Alameda County, California.



Dr. Tammeil Gilkerson
Secretary

EXHIBIT A

DIRECTORS OF THE FOUNDATION BOARD OF DIRECTORS

Name	**Position**
Hon. Louis Quindlen	President, District's Board of Trustees
Mr. Greg Nelson	Deputy Chancellor, Chief Operating Officer
Dr. Denise Richardson	President, Berkeley City College
Ms. Melanie Dixon	President, College of Alameda
Dr. Rebecca Opsata	President, Laney College
Dr. David M. Johnson	President, Merritt College
D. William Riley	At-Large Director
Mr. Mahiri Wise	At-Large Director
Ms. Robyn Fisher	At-Large Director
Ms. Tiffany Williams	At-Large Director
Mr. William Wilson	At-Large Director
Ms. Sarah Yoell	At-Large Director
Dr. Tammeil Gilkerson	Ex-Officio