

**AMENDED
BYLAWS
OF
CALIFORNIA STATE UNIVERSITY SAN MARCOS CORPORATION**

**ARTICLE I
OBJECTIVES AND PURPOSES**

This corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the purposes stated in the Restated Articles of Incorporation.

This corporation's assets are irrevocably dedicated to public benefit and charitable purposes. No part of the net earnings, properties, or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code §501(c)(3).

These amended bylaws provide a framework for governing the corporation in implementation of the Restated Articles of Incorporation (Articles), and consistent with the California Nonprofit Public Benefit Corporation Law and other applicable statutes and regulations. The Bylaws provide rules for matters not covered by statute or regulations, alter specific default rules that control by statute in the absence of contrary Articles or a bylaw, and, to a limited extent, restate or refer to governing laws and rules as a ready reference.

**ARTICLE II
CONSTRUCTION AND DEFINITIONS**

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

**ARTICLE III
BOARD OF DIRECTORS**

Section 1. Powers

(a) General Corporate Powers. The business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

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

(i) Select and remove the Officers of the corporation; prescribe any powers and duties for them that are consistent with the law, with the Articles of Incorporation, and with these Bylaws; and fix their compensation, if any.

(ii) Change the principal executive office or the principal business office in the State of California from one location to another; cause the Corporation to be qualified to do business in any other state, territory, dependency, or country, and conduct business within or outside the State of California; and designate any place within or outside the State of California for the holding of any meeting.

(iii) Adopt, make, and use a corporate seal and alter the form of the seal.

(iv) Borrow money and incur indebtedness on behalf of the corporation 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.

(c) Emergency Powers. In anticipation of or during an emergency, the Board may, in accordance with Corporations Code Section 5140(n)(1), take actions necessary to conduct the corporation's ordinary business operation and affairs.

Section 2. Number

The following University officials serve as designated Directors: the University President, or designee; the Vice President for Academic Affairs, the Vice President for Finance and Administrative Services, The Dean of Students or Student Affairs Representative, and the President for Associated Students, Inc.

The elected Directors shall be drawn from the region served by the University, or alumni (community Directors), and from faculty, students and the administration and staff of the University. The faculty member(s) shall hold a full-time, tenured or tenure-track, University appointment, and the student member(s) shall be enrolled for no less than six (6) units in each semester during which the student holds office. The composition of the Board shall comply with Section 42602(b)(2), Title 5, California Code of Regulations. The authorized number of elected Directors of the corporation's Board of Directors shall not be less than seven (7) or more than sixteen (16), until changed by amendment to these Bylaws.

All Board members, including designated directors, have full voting rights, consistent with the California Nonprofit Public Benefit Corporation Law. No Director shall vote by proxy.

Section 3. Nomination and Election

All Directors, except designated Directors, shall be nominated by a committee of the Board, ratified by the President of the University, and presented for election by the Board of Directors.

Section 4. Terms

The Board of Directors shall stagger the terms of office of elected Directors.

Unless earlier removed, elected Directors shall have the following terms: community and administrative and staff Directors---three years; faculty Directors—two years; student Directors—one year. The terms of office for elected Directors shall begin following the annual meeting of the Board at which they are elected.

Directors shall serve until the end of their terms or until they are re-appointed or their successors are elected, whichever occurs later. Elected Directors shall serve no more than three (3) full consecutive terms.

Section 5. Removal of Directors

A Director shall automatically be removed from his or her Director position for failure to attend two (2) consecutive meetings of the Board of Directors without being excused in advance there from by the Chair of the Board of Directors.

Directors may be removed, with the consent of the President of the University, at any time by the vote of two-thirds (2/3) of the remaining Directors then in office.

Section 6. Vacancies

A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation, or removal of any Director or if the authorized number of Directors is increased. No reduction of the authorized number of Directors shall have the effect of removing any Director before expiration of the Director's term of office. Any Director may resign from the Board at any time by giving written notice to the Chair or the Secretary of the corporation, and the acceptance of such resignation shall not be necessary to make it effective.

All vacancies in positions on the Board of Directors, except designated Directors, shall be filled in the manner described in Article III, Section 3. Vacancies occurring during a Director's term shall be filled as soon as possible. Directors elected to fill vacancies shall serve until the expiration of the term of the Director who vacated the position. Vacancies occurring through expiration of Director terms shall be filled at the annual meeting of the Board of Directors.

ARTICLE IV MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Place of Meeting

All meetings of the Board of Directors shall be held at the principal office of the corporation or at such other place as may be designated for that purpose from time to time by the Chair or the Board.

Section 2. Regular Meetings

Regular meetings of the Board shall typically be held quarterly, at such times as the Board may fix by resolution from time to time, but at least annually.

Section 3. Annual Meeting

An annual meeting of the Board of Directors shall be held annually at a month set by the Board immediately prior to the regular meeting of the Board of Directors. Such meeting shall be for the purpose of electing Directors and electing or re-electing Officers of the corporation and for the transaction of such other business as may come before the meeting. All such Directors and Officers shall assume their offices on such date prescribed by the Board.

Section 4. Special Meetings

Special meetings of the Board for any purpose or purposes may be called at any time by the President of the University, the Chair of the corporation or by any three (3) Directors.

Section 5. Notice of Regular and Special Meetings

The corporation shall give notice and conduct all Board meetings in accordance with the requirements of Title 3, Division 8, Part 55, Chapter 7, Article 2 (Section 89920, et. seq.) of the California Education Code, or any subsequent law enacted which governs California State University auxiliary organizations. The Board of Directors may hold closed sessions during any regular or special meeting, as permitted by Education Code Section 89923.

Section 6. Quorum

The presence of a simple majority of the Directors then in office shall constitute a quorum for the transaction of business of the Board. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of a Director or Directors, if any action taken is approved by at least a majority of the required quorum for that meeting. If a quorum is present, the affirmative vote of a majority of those present at the meeting shall be deemed the act of the Board unless a vote of a greater number is required by law or these Bylaws.

Section 7. Adjourned Meetings

A quorum of the Directors or, if there is no quorum, a majority of the Directors present may adjourn any Directors' meeting to meet again at a specified date, time, and place. Notice of the date, time, place and the business to be transacted at such meeting shall be given to any Directors who were not present at the time the meeting was adjourned.

Section 8. Meeting by Teleconference

Any board meeting may be held by conference telephone, video screen communication, or other communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if both the following apply:

(a) Each member participating in the meeting can communicate concurrently with all other members.

(b) Each member is provided the means of participating in all matters before the board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

ARTICLE V COMMITTEES

Section 1. Committees

The Board may appoint one or more committees, each consisting of two or more voting 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 amendment or repeal of Bylaws or the adoption of any new Bylaws;
- (c) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (d) The appointment of other committees of the Board or the members thereof; or
- (e) 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, given its charge, and the members thereof appointed, by resolution adopted by a majority of the Directors then in office, provided a quorum is present. The Chair of the Board will appoint the Chair of each committee.

Non-Board members may become voting members of committees, except those authorized to act on behalf of the Board; however, the total Committee Membership must consist of a majority of Board members.

Section 2. Committee Procedures

The Board shall have the power, consistent with applicable law, to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of such prescription, such committee shall have the power to prescribe the manner, not inconsistent with the Bylaws, in which its proceedings shall be conducted. Minutes shall be kept of each meeting of each committee.

Section 3. Removal of Members

The Board of Directors may remove at any time, with or without cause, a member or members of any committee.

Section 4. Executive Committee

(a) Executive Committee Composition: The members of the Executive Committee include the officers of the corporation and other Board members with the consent of the Board. In the event that the University Vice President for Finance and Administrative Services, as a

designated Director, is not an officer, he/she shall be a member and Chair of the Executive Committee. The Executive Committee may select a nonvoting standing liaison to the Committee from management.

(b) When it is not convenient for the Board of Directors to act by Special Meeting, the Executive Committee shall have and exercise the authority of the Board in the management of the corporation, 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 such additional powers as the Board of Directors shall from time to time prescribe or direct; provided, however, the Executive Committee may not authorize the expenditure of more than \$50,000 without the prior approval of the Board of Directors. In all cases, the Executive Committee shall promptly report to the Board any actions taken on behalf of the corporation.

Section 5. Audit Committee

At all times that 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 two Directors and which may include nonvoting advisors. 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 Director) may not serve on the Audit Committee. The Board Chair and Treasurer, if also Directors, may serve on the Audit Committee only if such persons are volunteers and are not compensated by this corporation. The Audit Committee shall perform the duties and adhere to the guidelines set forth from time to time by the Board. These duties include, but are not limited to: (i) assisting the Board in choosing an independent auditor and recommending termination of the auditor, if necessary, (ii) negotiating the auditor's compensation, (iii) conferring with the auditor regarding the corporation's financial affairs, and (iv) reviewing and accepting or rejecting the audit. Members of the Audit Committee shall not receive compensation for their service on the Audit Committee in excess of that provided to Directors for their service on the Board. If the corporation has a Finance Committee, a majority of the members of the Audit Committee may not concurrently serve as members of the Finance Committee, and the Chair of the Audit Committee may not serve on the Finance Committee.

Section 6. Advisory Committees

The 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 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 Board decisions and policies. Advisory Committees shall be subject to the supervision and control of the Board.

ARTICLE VI OFFICERS AND MANAGEMENT

Section 1. Officers

The officers of the corporation shall be the Board Chair, Board Vice Chair, Secretary, and Treasurer. Any person may hold more than one office, except that the Board Chair may not serve concurrently as the Secretary or Treasurer. The corporation, at the discretion of the Board of Directors, may have additional officers.

Section 2. Election of Officers

The officers of the corporation shall be elected annually by the Board of Directors at its annual meeting and shall assume their offices on such date prescribed by the Board. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office for a term of one (1) year and until a successor shall have been elected, unless an officer shall sooner resign, be removed, or become ineligible to continue to serve in such capacity, or as a Director. Elected officers may serve as many successive one (1) year terms as the Board of Directors deems appropriate.

Section 3. Removal and Resignation

Any officer may be removed either with or without cause by a majority of the Directors then in office at any regular or special meeting of the Board. Any officer may resign at any time by giving written notice to the Board Chair or the Secretary of the corporation and the acceptance of such resignation shall not be necessary to make it effective. Should a vacancy occur in any office as a result of death, resignation, removal, disqualification or any other cause, the Board may delegate the powers and duties of such office to any officer or to any Director, except as provided in Section 1, until such time as a successor for such office has been elected.

Section 4. Board Chair

The Board Chair shall preside at all meetings of the Board and shall have such other powers and perform such other duties as the Board of Directors may determine from time to time.

Section 5. Board Vice Chair

The Board Vice Chair shall perform the duties of the Board Chair in the Board Chair's absence, including presiding at meetings of the Board of Directors, and shall have such other powers and perform such other duties as may be specified by the Board of Directors.

Section 6. Secretary

The Secretary shall act, or designate one or more persons to act, as the clerk to the Board of Directors. The Secretary shall keep, or cause to be kept by delegation, a book of minutes at the principal office of all meetings of the Directors with the time and place of holding, whether regular or special, and if special how authorized, the notice thereof given, the names of those present at Directors' meetings and the proceedings thereof. The Secretary shall give, or cause to be given by delegation, notice of all the meetings of the Board of Directors required by these Bylaws or by law to be given and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors.

Section 7. Treasurer

The Treasurer shall be the corporation's Chief Financial Officer. The Treasurer shall keep and maintain, or cause to be kept and maintained by delegation, adequate and correct books and records of accounts of the corporation's property and business transactions. The Treasurer shall have such other powers and perform such other duties as are customarily vested in a corporation's Chief Financial Officer or as the Board of Directors may determine from time to time. In the absence or inability of the Secretary to perform his or her duties, the Treasurer is authorized to act in the place of the Secretary. Actions taken by the Treasurer on behalf of the Secretary will be reported in writing to the Board Chair, Board Vice Chair, and Secretary in a timely manner.

Section 8. Management: Executive Director

The Executive Director of the corporation shall be the corporation's Chief Executive Officer and shall supervise, direct, and carry out the programs of the corporation in accordance with and subject to the direction and control of the Board of Directors. The Executive Director shall have such other management authority and perform such other duties as the Board of Directors shall determine from time to time.

ARTICLE VII INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

Section 1. Right of 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 Public Benefit Law.

Section 2. Approval of Indemnity

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 Section 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.

The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled, and shall continue as to a person who has ceased to

be an agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 3. Advancement of Expenses

To the fullest extent permitted by law, expenses incurred by a person seeking indemnification under these bylaws in defending any proceeding covered by those Sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

Section 4. 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 Article VII, Section 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 Section 5233.

ARTICLE VIII RECORDS AND REPORTS

Section 1. Maintenance and Inspection of Articles of Incorporation and Bylaws

The corporation shall keep at its principal executive office, the original or a copy of the Articles of Incorporation and Bylaws, as amended to date, which shall be open to inspection by the Directors at all reasonable times during office hours.

Section 2. Maintenance and Inspection of Other Corporate Records.

The accounting books, records and minutes of proceedings of the Board of Directors and any committee(s) of the Board of Directors shall be kept at such place or places designated by the Board of Directors 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 either in written or typed form or in any other form capable of being converted into written, typed or printed form. The minutes and accounting books and records shall be open to inspection by any Director at any reasonable time during usual business hours.

Section 3. Inspection by Directors

Every Director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the corporation and any subsidiary

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 4. Annual Reports and Financial Statements

The corporation shall engage a qualified certified public accountant to perform an annual audit to standards and reporting requirements set by the Chancellor's Office in conformity with California Education Code Section 89900.

Consistent with California Corporations Code Section 6210, the corporation shall cause to be sent to the Directors not later than 120 days after the close of its fiscal year, an audited report containing the following information in reasonable detail:

- (a) The assets and liabilities, including endowment funds, of the corporation as of the end of the fiscal year.
- (b) The principal changes in assets and liabilities, including endowment funds, during the fiscal year.
- (c) The revenue or receipts of the corporation for the fiscal year.
- (d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.

As well as any information required by Section 6322 of the California Corporations Code relating to annual statements of certain transactions and indemnifications.

The corporation shall otherwise fully comply with any mandatory disclosure requirements now or hereafter in effect under the California Nonprofit Public Benefit Corporation Law.

ARTICLE IX GENERAL PROVISIONS

Section 1. Execution of Contracts

The Board of Directors may authorize one or more officers, agents or employees to enter into any contract or to execute any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances and, unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement, to pledge its credit or to render it liable for any purpose or in any amount.

Section 2. Checks, Drafts or Other Orders for Payment of Money

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to the corporation and any and all securities owned or held by the corporation requiring signature for transfer shall be signed or endorsed by

such person or persons and in such manner as from time to time shall be determined by the Board of Directors.

Section 3. Compensation of Directors

No Director shall receive any salary or other similar compensation for any services as a Director; however, the Board of Directors may authorize in advance the reimbursement of actual and necessary expenses incurred by individual Directors for performing duties as Directors.

Section 4. Voting Shares

The corporation may vote any and all shares held by it in any other corporation by such officer, agent or proxy as the Board of Directors may appoint, or in default of any such appointment, by its Chair or by any Vice Chair and, in such case, such officers, or any of them, may likewise appoint a proxy to vote said shares.

Section 5. Fiscal Year

The fiscal year of the Corporation shall end on June 30.

ARTICLE X LOANS AND FINANCIAL INTERESTS

Section 1. Loans to Directors and Officers

This corporation shall not lend any money or property to or guarantee the obligation of any director or officer without the approval of the California Attorney General, 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 his or her duties if that director or officer would be entitled to reimbursement for such expenses by the corporation.

Section 2. Restriction on Interested Persons as Directors

No more than 49 percent of the persons serving on the board may be “interested persons.” An interested person is (1) 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, excluding any reasonable compensation paid to a director as director; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by the corporation.

Section 3. Standards of Conduct and Financial Interests

(a) Directors are held to financial interest standards relating to Board actions as set forth in Education Code Sections 89906-89909.

(b) Directors are held to the standards of conduct and the transaction self-dealing requirements set forth Corporations Code Sections 5230 and 5233 respectively.

ARTICLE XI
SUPPORTING ORGANIZATION RESTRICTIONS

This corporation shall not accept any contribution from any “prohibited person.” For purposes of this Section, a “prohibited person” is (i) a person who controls, directly or indirectly, either alone or with persons listed described in (ii) and (iii) below, the governing body of this corporation or any successor organization pursuant to the Articles; (ii) a member of the family of an individual listed in (i) above; or (iii) a corporation, partnership, trust, or estate more than 35 percent of which is actually or constructively controlled by persons described in (i) or (ii) above. For purposes of this Section, a member of an individual’s family includes his or her spouse, ancestors, children, grandchildren, great-grandchildren, and spouses of children, grandchildren, and great-grandchildren, as well as the individual’s brothers and sisters, by whole or half blood, and their spouses

ARTICLE XII
AMENDMENTS

These Bylaws may be amended at any regular meeting by a majority of the total membership of the Board of Directors.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify under penalty of perjury:

1. That I am the duly elected and acting Secretary of the California State University San Marcos Corporation, a California Nonprofit Public Benefit corporation; and
2. That the foregoing Bylaws, effective July 1, 2017, constitute the Bylaws of said corporation as duly amended at a meeting of the Board of Directors thereof duly held on February 23, 2023.

IN WITNESS WHEREOF, I have hereunto subscribed my name on this 6 th day of June, 2023.


Denise Garcia (Jun 6, 2023 12:28 PDT)

Secretary

Adopted by the Board of Directors 2/23/23.

Revised 9/23/21, 2/23/23.

Amended per merger agreement, including name change and adopted 5/25/17.

Revised 12/06/88, 02/27/90, 09/25/90; 03/03/93, 09/23/93, 02/24/94, 02/22/95, 12/19/96, 04/15/98, 08/24/00, 10/27/05, 09/30/08.

Adopted by the Board of Directors 09/29/87.