

BYLAWS

SANTA ROSA JUNIOR COLLEGE SHONE FARM FOUNDATION

ARTICLE I Offices

Section 1. Principal Office. The principal office of SANTA ROSA JUNIOR COLLEGE SHONE FARM FOUNDATION (Foundation) shall be in the City of Santa Rosa, County of Sonoma, State of California.

Section 2. Other Offices. The Foundation shall also have offices at such other places, within the State of California, as the Board of Directors may from time to time designate.

ARTICLE II Corporate Seal

Section 1. Corporate Seal. The Board of Directors may provide a suitable seal for the Foundation, which shall be in circular form and shall contain the following inscription: "Santa Rosa Junior College Shone Farm Foundation, incorporated July 25, 2006." When authorized by the Board of Directors, a duplicate of the seal may be kept and used by such officer or other persons as the Board of Directors may designate.

ARTICLE III Members

Section 1. Qualification. There shall be levels of members as may be established by the Board of Directors. The members of the Board of Directors shall constitute one level of membership. Additional levels of membership may be created by the Board for the purpose of providing support to the Foundation.

Section 2. Meetings. Meetings of members other than the Board of Directors shall be called only at such times as the Board of Directors may designate.

Section 3. Voting. Members other than the Board of Directors shall vote only on such matters as the Board of Directors may designate.

Section 4. Privileges. The privileges of each level of membership shall be determined by the Board of Directors.

ARTICLE IV

Directors' Meetings and Voting Rights

Section 1. Meetings of the directors shall be held at the principal office of the Foundation, or at any place within the state designated from time to time by the majority consent of all directors. Any meeting shall be valid wherever held, if held by the written consent of all directors, given either before or after the meeting and filed with the Secretary of the Foundation.

Section 2. Meetings of Directors. Annual meetings of the Board of Directors shall be held each and every fiscal year on a date established by the Board of Directors. Regular meetings shall be held bi-annually. A quarterly meeting may be canceled if there is insufficient business to warrant a meeting. Special meetings of the Board of Directors may be called at any time by the Chair or by not less than one-third of the directors. If the Chair is absent or unable to act, such special meetings may be called by the Vice Chair in place of the Chair.

Section 2.1 Meetings of committees. Board members may be asked to participate in standing committees and or ad hoc committees. The Foundation Chair will nominate Committee Chair positions. The Chair will nominate committee members. Standing committees shall meet no less than quarterly while ad hoc committees shall meet as needed to resolve a need. Committees, standing and ad hoc, will report activities and make recommendations to the Board.

Section 3. Notice of Meetings. All meetings of the Santa Rosa Junior College Shone Farm Foundation Board of Directors and Committees shall be posted in accordance with the Brown Act (Government Code section 54950 et seq.).

Section 4. Quorum – Adjournment. The presence of one-third of the current membership of the directors shall constitute a quorum for the transaction of business. In the absence of a quorum, any meeting may be adjourned from time to time by the vote of a majority of the directors present thereat, but no other business may be transacted. The directors present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment notwithstanding the withdrawal of enough directors to leave less than a quorum.

Section 5. Consent to Meetings. The transactions of any meeting, however called and noticed and wherever held, shall be as valid as though at a meeting duly held after regular call and notice, if a quorum be present, and if either before or after the meetings, each of the directors not present in person gives a waiver of notice as provided in Article X of these bylaws. Any action which, under law, may be taken at a meeting of the Board of Directors may be taken without a meeting if authorized by a writing signed by all of the directors and filed with the Secretary of the Foundation.

Section 6. Voting Rights. Each director shall be entitled one vote, and voting rights may not be exercised by proxies.

Section 6.1 Voting methods. Voting on any matter may be taken in any manner allowed by the Brown Act.

Section 7. Organization. At every meeting, the Chair of the Board of Directors or, in their

absence, the Vice-Chair shall act as Chair. The Secretary of the Foundation may act as secretary of all meetings. In the absence at any such meeting of the Secretary, the Chair of the meeting may appoint another person to act as secretary of the meeting.

ARTICLE V

Directors

Section 1. All the corporate powers shall be exercised by or under the authority of; and the business and affairs of the Foundation shall be controlled by the Board of Directors.

Section 2. Composition. The number of voting directors shall be not less than 5 or more than 15. One of the voting directors shall be a member of the Board of Trustees of the Sonoma County Junior College District who shall be referred to as the Liaison Member.

Section 3. Elections. Directors to fill vacancies arising from the expiration of terms shall be appointed by the Foundation Board of Directors. Directors appointed to fill such vacancies shall take office upon the expiration of the term of office of the director so vacated and shall hold office upon the expiration of their respective terms and until their respective successors are appointed, or until their office becomes vacant as hereinafter provided.

Section 3.1 Selection of Liaison Member

The Liaison Member shall be selected by the Board of Trustees of the Sonoma County Junior College District and affirmed by the Board of Directors. The Liaison Member shall serve a three-year term provided that the term shall terminate at any time that Liaison Member is no longer a member of the governing board of the Sonoma County Junior College District.

Directors to fill vacancies arising for any reason other than the expiration of terms shall be appointed by the Foundation Board of Directors at their earliest convenience. Each director appointed to fill such vacancy shall hold office for the balance of the unexpired term of their predecessor and until their successor is appointed, or until the office becomes vacant as hereinafter provided.

Section 4. Resignation, Removal, and Vacancies. Any director may resign at any time by giving a written notice to the Chair, to the Secretary of the Foundation or to the Board of Directors. Such resignation shall take effect at the time specified therein; and unless otherwise specified therein the acceptance of such resignation shall not be necessary to make it effective. If the director tenders their resignation, to take effect at a future time, the Foundation Board of Directors shall have power to appoint a successor to take office, at such time as the resignation becomes effective.

Any director may be removed by a majority vote of the Foundation Board of Directors.

A vacancy or vacancies shall be deemed to exist in case of death, resignation, or removal of any director, or the failure of any director to attend two successive meetings without reason acceptable to the Executive Committee, or if the directors shall increase the authorized number

of directors but the Foundation Board of Directors shall fail to appoint the additional directors so provided for, or in the event the Foundation Board of Directors fail at any time to appoint the full number of authorized directors.

Section 5. Compensation. Directors shall be entitled to receive reimbursement for actual and necessary expenses, if any, of their attendance at meetings, but shall not be entitled to receive any other compensation for their services as directors.

Section 6. Length of Service. Except as otherwise specified herein all directors shall be eligible to serve for one or more terms of three (3) years duration.

Section 7. Term of Office and Nominee Selection. The Executive Committee will delegate nominating duties to a standing Nominating Committee. The Nominating Committee will present nominees to the Executive Committee who will review nominee recommendations prior to being proposed to the Board for vote. Foundation Board of Directors shall elect new directors from among the nominees selected by the Executive Committee for three-year terms of office.

ARTICLE VI

Committees

Section 1. Standing Committees. There shall be an Executive Committee of the Board of Directors and such standing committees as the Board of Directors may, from time to time, appoint.

Section 2. Executive Committee. The Executive Committee shall be composed of the Chair, Vice-Chair, Secretary, and Treasurer of the Board except for the power to amend the Bylaws and any matters that the Board has by resolution expressly reserved for itself; the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors. The Executive Committee shall keep written records of its proceedings and transactions. All action by the Executive Committee shall be reported to the Board of Directors at the next meeting of the Board of Directors. Such action shall be subject to revision by the Board of Directors, provided that no rights of third persons shall be affected by any such revision.

Section 3. Composition and Duties of Standing Committees. The chair of each standing committee shall be appointed by the Chair of the Board. At least one Foundation Director shall serve on each standing committee. Each standing committee shall make such rules and regulations as from time to time it may deem proper for its own government and for the transaction of the business of the Foundation. In addition, each standing committee shall make a report of its actions, if any, to the Board of Directors at regular intervals. Committee meetings shall be on the call of the chair of the committee, but the committee shall be deemed to be in continuous session and may act upon the vote of its members.

ARTICLE VII

Officers

Section 1. Number. The officers of the Foundation shall be a Chair of the Board of Directors, a Vice Chair, a Secretary, a Treasurer, and such other officers as may be appointed in accordance with the provisions of these bylaws.

Section 2. Election, Term of Office and Qualifications. The Chair and/or the Vice Chair shall be chosen by the Board of Directors at the last quarterly meeting prior to fiscal year end. The Chair shall hold the office for two years or until their successor shall have been duly chosen and qualified, or until their death, or until they shall resign, or shall have been removed in the manner hereinafter provided. The Vice Chair shall hold office for up to two years, and be the Board's designated Chair-elect, succeeding the Chair at the conclusion of the Chair's term. If, at the conclusion of the Chair's term, there is no designated Chair-elect, or other identified successor, the Chair will be allowed to retain their position, until a successor has been selected, but for no more than a maximum of four years.

Section 3. Removal. Any officer may be removed, either with or without cause, by a vote of the majority of the Board of Directors present at any meeting of the Board.

Section 4. Resignation. Any officer may resign at any time by giving written notice to the Board of Directors, or to the Chair of the Board of Directors or to the Secretary of the Foundation. Any such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, or disqualification or any other cause, may be filled for the unexpired portion of the term by the Executive Committee, subject, however, to the approval of the Board of Directors at its next meeting.

Section 6. Chair of the Board. The Chair of the Board of Directors shall, in addition to presiding at meetings, exercise and perform such other powers and duties as may from time to time be assigned to them by the Board of Directors or prescribed by the bylaws.

Section 7. Vice Chair. At the request of the Chair, or in their absence the Vice Chair shall perform all the duties of the Chair of the Board and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Chair of the Board. The Vice Chair shall perform such other duties as from time to time may be assigned to them by the Board of Directors.

Section 8. The Secretary.
The position of Secretary shall be a voting member of the Board of Directors, and the Superintendent/President, of the Santa Rosa Junior College or their designee, shall be the Secretary of the Board and shall:

- (a) Certify and keep at the principal office of the Foundation the original or a copy of its bylaws as amended or otherwise altered to date.
- (b) Keep at the principal office of the Foundation or such other place as the Board of Directors may order, a book of minutes of all directors' meetings with the time and place of holding and the names of those present at the meetings.
- (c) See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.
- (d) Be custodian of the records and of the seal of the Foundation and see that it is engraved, lithographed, printed, stamped, impressed upon, or affixed, to all documents the execution of which on behalf of the Foundation under its seal is duly authorized in accordance with the provisions of these bylaws.
- (e) See that the books, reports, statements, and all other documents and records, required by law are properly kept and filed.
- (f) Exhibit at all reasonable times to any director, upon application, the bylaws and minutes of proceedings of the Board of Directors of the Foundation.
- (g) In general, perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to them by the Board of Directors.

Section 9. The Treasurer. The position of Treasurer shall be a voting member of the Board of Directors and shall be held by the Vice President, Finance and Administrative Services of the Santa Rosa Junior College and, if required to do so by the Board of Directors, shall give a bond for the faithful discharge of their duties in such sum, and with such sureties, as the Board of Directors shall require. The Treasurer shall:

- (a) Have charge and custody of; and be responsible for, all funds and securities of the Foundation and deposit all such funds in the name of the Foundation in such banks, trust companies or other depositories as shall be selected by the Board of Directors.
- (b) Keep and maintain adequate and correct accounts of the Foundation's properties and business transactions, including accounting of its assets, liabilities, receipts, disbursement gains, losses, capital and surplus.
- (c) Exhibit at all reasonable times the books of account and records to any director during business hours at the office of the Foundation where such books and records are kept.
- (d) Render a statement of the condition of the finances of the Foundation at all meetings of the Board of Directors and a full financial report at least once annually at a regular meeting of the Board of Directors.
- (e) Receive, and give receipt for, moneys due and payable to the Foundation from any source whatsoever.
- (f) In general, perform all duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to them by the Board of Directors.
- (g) To make any books and records of the Foundation available to an independent auditor.
- (h) Sign and execute, in the name of the Foundation deeds, mortgages, bonds, contracts, or other instruments authorized by the Board of Directors

Section 10. The Executive Director. The Superintendent/President of the Santa Rosa Junior College may select the Foundation's Executive Director who shall be the chief administrative officer of the Foundation. The Executive Director shall have charge of such books and papers as the Board of Directors may direct, all of which shall, at reasonable times, be

open to examination by any director upon application. The Executive Director shall supervise managers and staff of the Foundation and perform such duties as may be delegated to them by the Board of Directors.

ARTICLE VIII

Contracts, Checks, Drafts, Bank Accounts, etc.

Section 1. Contracts, etc. How Executed. The Board of Directors, except as in these bylaws otherwise provided may authorize any officer or officers, agent or agents, to enter into any Contract or execute and deliver any instrument in the name of and on behalf of the Foundation and such authority may be general or confined to specific instances; and, unless so authorized no officer, agent or employee shall have any power or authority to bind the Foundation by any contract or engagement or to pledge its credit or to render it liable pecuniary for any purpose or in any amount.

Section 2. Loans. No loans shall be contracted on behalf of the Foundation and no negotiable paper shall be issued in its name, unless and except as authorized by the Board of Directors. When so authorized by the Board of Directors, the Treasurer of the Foundation may effect loans and advances at any time for the Foundation from any bank, trust company, or other institution, or from any firm, corporation or individual, and for such loans and advances may make, execute and deliver promissory notes, bonds or other evidences of indebtedness of the Foundation and when authorized as aforesaid, as security for the payment of any and all loans, advances, indebtedness and liabilities of the Foundation, may pledge, hypothecate or transfer any and all stocks, securities and other personal property at any time held by the Foundation and to that end endorse, assign, and deliver the same.

Section 3. Checks, Drafts etc. All checks, drafts, or other orders for the payments of money, notes, acceptances, or other evidences of indebtedness issued in the name of the Foundation, shall be signed by the Treasurer of the Foundation and in such manner as shall be determined from time to time by resolution of the Board of Directors. The Board of Directors deems that two signatures are required on any check or other funds drawn against the bank accounts of the Foundation. Endorsements for deposit to the credit of the Foundation in any of its duly authorized depositories may be made without counter-signature by the Chair of the Board, or the Treasurer or Designee, or by any other officer or agent of the Foundation, to whom the Board of Directors, by resolution, shall have delegated such power, or by hand-stamped impression in the name of the Foundation.

Section 4. General and Special Bank Accounts. The Board of Directors from time to time may authorize the opening and keeping of general and special bank accounts with such banks, trust companies or other depositories as the Board of Directors may select and may make such rules and regulations with respect thereto, not inconsistent with the provisions of these bylaws and with the Articles of this Foundation, as they may deem expedient.

ARTICLE IX
Fiscal Year

Section 1. Fiscal year. The fiscal year of the Foundation shall be fixed by resolution of the Board of Directors.

ARTICLE X
Notices

Section 1. Notices, Waiver of Notice. Whenever any notice is required to be given to any director by statute or by these bylaws, whether of a meeting or for some other purpose, it may be given personally or sent to such director by mail, or other form of written or electronic communication charges prepaid, addressed to them at their address as it is shown on the records of the Foundation, or if it is not so shown on such records or is not readily ascertainable, at the place of the principal office of the Foundation. Such communication as herein provided shall be due, legal and personal notice to such director.

Whenever any notice is required to be given to any director by statute or by these bylaws, whether of a meeting or for some other purposes, a director may waive such notice in any manner; and a waiver or waivers in writing, signed by the person or persons entitled to said notice, or by acceptable communication, whether given before or after the meeting or at the time at which such notice is required to be given, shall be deemed equivalent to such notice. All such waivers shall be filed with the records of the Foundation.

ARTICLE XI
Amendments

Section 1. Amendments. Any of these bylaws may be altered, amended or repealed, and new bylaws may be adopted at any meeting of the directors by the affirmative vote of a majority of the Board of Directors present.

Secretary
Santa Rosa Junior College Shone Farm Foundation

Date

AMENDMENTS

ARTICLE V, Section 6	9-25-08
ARTICLE V, Sections 2	9-15-09
ARTICLE V, Sections 3	9-15-09
ARTICLE V, Section 2	2-2-10
ARTICLE VIII, Section 3	8-22-14
ARTICLE VII, Section 2	11-1-14
ARTICLE IV, Section 2	12-9-20
ARTICLE IV, Section 2.1	12-9-20
ARTICLE IV, Section 5	12-9-20
ARTICLE IV, Section 6	12-9-20
ARTICLE V, Section 6	12-9-20
ARTICLE V, Section 7	12-9-20
ARTICLE VII, Section 8	12-9-20
ARTICLE VIII, Section 3	12-9-20
ARTICLE II, Section 1	12-1-21
ARTICLE VII, Section 9	12-1-21
ARTICLE I, Section 1	12-6-23
ARTICLE II, Section 1	12-6-23
ARTICLE III, Section 1	12-6-23
ARTICLE III, Section 4	12-6-23
ARTICLE IV, Section 1	12-6-23
ARTICLE IV, Section 2	12-6-23
ARTICLE IV, Section 2.1	12-6-23
ARTICLE IV, Section 3	12-6-23
ARTICLE IV, Section 4	12-6-23
ARTICLE IV, Section 6.1	12-6-23
ARTICLE IV, Section 7	12-6-23
ARTICLE V, Section 2	12-6-23
ARTICLE V, Section 3.1	12-6-23
ARTICLE V, Section 4	12-6-23
ARTICLE VI, Section 3	12-6-23
ARTICLE VII, Section 2	12-6-23
ARTICLE VII, Section 6	12-6-23
ARTICLE VII, Section 7	12-6-23
ARTICLE VII, Section 8	12-6-23
ARTICLE VII, Section 9	12-6-23
ARTICLE VII, Section 10	12-6-23
ARTICLE VIII, Section 2	12-6-23
ARTICLE X, Section 1	12-6-23