

**AMENDED
BYLAWS
OF
UNIVERSITY AUXILIARY AND RESEARCH SERVICES CORPORATION**

**ARTICLE I
BYLAWS PURPOSE**

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

**ARTICLE II
CONSTRUCTION AND DEFINITIONS**

Unless the context requires otherwise, the general provisions, rules of constructions, 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 V III
BOARD OF DIRECTORS**

Section 1. Powers

Except as otherwise provided by the Articles of Incorporation or these Bylaws, the powers of the corporation shall be exercised, its property controlled and its affairs conducted by or under the direction of the Board of Directors.

Section 2. Number

The authorized number of Directors of the corporation's Board of Directors shall not be less than ten (10) or more than nineteen (19), until changed by amendment to these Bylaws

The following University officials serve as ex-officio Directors: the Vice President for Academic Affairs; the Vice President for Finance and Administrative Services; and the University President shall elect to serve as an ex-officio Director, or to designate another University official to this position.

The Directors shall be drawn from the general population of the region served by the University and from the faculty, students and alumni of the University. The faculty member shall hold a full-time, tenured or tenure-track, University appointment, and the student member shall be enrolled for no less than six (6) units in each semester during which the student holds office.

All Board members, including ex-officio directors, have full voting rights, consistent with the California Nonprofit Public Benefit Corporation Law.

Section 3. Appointment

All Directors, except ex officio Directors, shall be nominated by a committee of the Board, ratified by the President of the University, and elected by the Board of Directors.

Section 4. Term

The Board of Directors shall be classified so that the terms of office of one-third (1/3) of the authorized number of Directors, excluding ex officio, faculty, alumni, and student Directors, shall expire each year. One-third (1/3) of the authorized number of Directors shall be appointed each year at the annual meeting of the Board.

Unless earlier removed, the Directors shall have the following terms: faculty and alumni Directors—two years; student Director—one year. The faculty, alumni, and student Directors' terms of office shall be appointed at the annual meeting of the Board.

All other Directors, except Directors who are ex officio, shall have three-year (3) terms. Directors shall serve until the end of their terms or until they are re-appointed or their successors are appointed, whichever occurs later. Appointed 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 voting 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 ex officio voting Director positions, shall be filled in the manner described in Article V, Section 3. Vacancies occurring during a Director's term shall be filled as soon as possible. Directors appointed 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 be held no less frequently than quarterly, at such time as the Board may fix by resolution from time to time.

Section 3. Annual Meeting

An annual meeting of the Board of Directors shall be held in August of each year immediately prior to the regular meeting of the Board of Directors. Such meeting shall be for the purpose of appointing or reappointing 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 at the beginning of the regular meeting that follows the annual meeting.

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 Education Code, or any subsequent law enacted which governs California State University auxiliaries. 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 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.

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.

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, 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; however, the total Committee Membership must consist of a majority of voting Board members, unless the primary function of the committee is fundraising in conjunction with University Advancement.. The Board of Directors may not delegate its authority to any committee with non-Board voting members.

Section 2. Committee Procedures

The Board shall have the power 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. In the event that the University Vice President for Finance and Administrative Services is not an officer, he/she shall be an ex-officio voting member of the Executive Committee. The Chair of the Executive Committee shall be the University Vice President for Finance and Administrative Services as ex-officio Director/Officer of the corporation.

(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.

ARTICLE VI OFFICERS

Section 1. Officers

The officers of the corporation shall be a Chair, a Vice Chair, a Secretary, a Treasurer, and an Executive Director. Any person may hold more than one office, except that the 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 at the beginning of the regular meeting that follows the annual meeting. 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. 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 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 until such time as a successor for such office has been elected.

Section 4. Chair

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

Section 5. Vice Chair

The Vice Chair shall perform the duties of the Chair in the Chair's absence, including presiding at meetings of the Board of Directors and the Executive Committee, 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, 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, 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, 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 Chair, Vice Chair, and Secretary in a timely manner.

Section 8. Executive Director

The Executive Director of the corporation shall be the 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 powers 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

The corporation shall, to the maximum extent permitted by the California Nonprofit Corporation Law, indemnify each of its agents against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was an agent of the corporation. For purposes of Article IX, an "agent" of the corporation includes any person who is or was a Director, officer, employee or other agent of the corporation; or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise; or was a director, officer, employee or agent of a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation.

Section 2. Approval of Indemnity

On written request to the Board by any person seeking indemnification under Section 5328(b) or Section 5238(c) of the California Corporations Code, the Board shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conducts set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification.

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

The corporation shall have the right to purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such.

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 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:

- (1) The assets and liabilities, including endowment funds, of the corporation as of the end of the fiscal year.
- (2) The principal changes in assets and liabilities, including endowment funds, during the fiscal year.
- (3) The revenue or receipts of the corporation for the fiscal year.
- (4) 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 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.

ARTICLE X
AMENDMENTS

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

ARTICLE XI
TRANSITION

Upon the adoption of these Amended Bylaws, and with the University President's written approval and concurrence by the California State University San Marcos Foundation, the University Auxiliary and Research Services Corporation shall continue to accept and administer donations on behalf of the University made to said Foundation until such time as that Foundation is a tax-exempt organization and otherwise authorized to accept and administer such donations. Such gifts, grants, and bequests

shall be so conditioned that they may be used only for purposes consistent with all policies of Trustees and all policies of University.

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 University Auxiliary and Research Services Corporation, a California corporation; and
2. That the foregoing Bylaws constitute the Bylaws of said corporation as duly amended at a meeting of the Board of Directors thereof duly held on September 30, 2008.

IN WITNESS WHEREOF, I have hereunto subscribed my name on this 30 day of September, 2008.



Dora Knoblock, Secretary