

**AMENDED AND RESTATED BYLAWS
OF
MT. SAC AUXILIARY SERVICES
a California Nonprofit Public Benefit Corporation**

**ARTICLE I
NAME AND OFFICES**

1.1 Name.

The name of this corporation is MT. SAC AUXILIARY SERVICES.

1.2 Principal Office.

The principal office for the transaction of the activities and affairs of the corporation is located at 1100 North Grand Avenue, Walnut, California 91789. The board of directors may change the location of the principal office of the corporation to any place within the State of California.

1.3 Other Offices.

The board of directors may at any time establish branch or subordinate offices at any place the corporation is qualified to conduct its activities.

**ARTICLE II
PURPOSES AND LIMITATIONS**

2.1 General Purposes.

This corporation is a nonprofit public benefit corporation organized under the Nonprofit Public Benefit Corporation Law for public or charitable purposes. This corporation is not organized for the private gain of any person.

2.2 Specific Purposes.

Within the context of the general purposes stated above, this corporation is organized and at all times hereafter shall be operated exclusively to benefit the Mt. San Antonio Community College District (“District”), its students, and the general community of which it is a part, in the following manner:

- (a) By providing supportive services and specialized programs for the general benefit of the District;
- (b) By receiving gifts, property, and funds to be used for the benefit of the District;
- (c) By operating and managing the Mt. San Antonio College (“College”) Bookstore;

(d) By contracting with food services to include meals, fast-food, concessions, and catering for the College;

(e) By operating athletic events at the College and to benefit the College;

(f) By contracting vendor services for the College; and

(g) To exercise any other rights and powers conferred on nonprofit public benefit corporations under the laws of the state of California which are authorized functions or activities for an auxiliary organization under the Title 5 Regulations and which are permissible functions or activities under District policies and procedures and the Master Agreement, as may be amended, entered into between the District and this corporation.

This corporation shall be operated in connection with the District as specified in Internal Revenue Code section 509(a)(3).

2.3 Limitations.

(a) This corporation is organized and operated exclusively for public and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law. Notwithstanding any other provision of these bylaws, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law, or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States internal revenue law.

(b) No substantial part of the activities of this corporation shall consist of lobbying or propaganda or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue Code of 1986, and the corporation shall not participate or intervene (including publishing or distributing statements) in any political campaign on behalf of or in opposition to any candidate for public office except as provided in such Section 501(h).

(c) The property of this corporation is irrevocably dedicated to the purposes set forth above. No part of the earnings of this corporation shall ever inure to the benefit of any directors or officers of this corporation or to the benefit of any private person.

(d) Upon the dissolution and winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to the District, which is an organization described in Internal Revenue Code section 170(b)(1)(A) or 501(c)(3). If the District shall cease to be an organization described in Internal Revenue Code section 170(b)(1)(A) or 501(c)(3), the directors of this corporation shall designate a publicly supported educational or charitable organization as described in Internal Revenue Code sections 170(b)(1)(A) or 501(c)(3), in substitution for the District, for purposes of the articles of incorporation and these bylaws.

**ARTICLE III
MEMBERSHIP**

3.1 Corporation Without Members.

This corporation shall have no voting members within the meaning of the Nonprofit Corporation Law.

**ARTICLE IV
BOARD OF DIRECTORS**

4.1 Number of Directors.

The authorized number of directors shall initially be five (5) but may be changed by resolution of the corporation's Board of Directors or by an amendment of these bylaws, as long as the number of authorized directors shall be within the range of five (5) to seven (7). The authorized board members shall include: (a) three (3) ex-officio directors who shall be (i) the Vice President, Administrative Services of the District, Chair (ii) the Vice President, Student Services of the District, Vice-Chair; (iii) the Associated Students' President of the District or their designee; and, (b) two (2) directors who are appointed by the Vice President, Administrative Services of the District and selected from one or more of the following categories:

- (a) Administration;
- (b) Classified staff;
- (c) Faculty;
- (d) Students;
- (e) Athletic Services administration or staff; and/or,
- (f) Members of the Community.

If the authorized board members exceed five (5), the additional board members will be elected by majority vote of the Board from one or more of the above categories of persons.

4.2 General Powers.

- (a) General Powers.

Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and subject to any limitations in the articles of incorporation and these bylaws, the corporation's activities and affairs shall be managed and all corporate powers shall be exercised by or under the direction of the board of directors. The board may delegate the management of the activities of the corporation to any person or persons, management company, or committee however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the board.

(b) Specified Powers.

Without prejudice to such general powers, but subject to the same limitations, the board of directors shall have the power and authority to:

(1) Except as otherwise provided in these bylaws, approve any action which would otherwise be required to be approved by members if this corporation had members.

(2) Appoint and remove all officers, agents, and employees of the corporation; prescribe such powers and duties for them as may not be inconsistent with law, with the articles of incorporation or with these bylaws; fix their compensation; and require from them security for faithful service.

(3) Change the principal executive office or the principal business office in California from one location to another; cause the corporation to be qualified to do business in any other state, territory, dependency, or foreign country; and conduct business within or outside California.

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

(5) Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes and in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities for such consideration; provided, however, that no loan shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors.

4.3 Term of Office.

All of the directors of the corporation other than ex-officio directors shall serve one (1) year terms and may, if reappointed or re-elected, as the case may be, serve consecutive terms.

4.4 Election of Directors.

Successors to the non-ex officio directors who are not appointed by the Vice President, Administrative Services of the District and who are not otherwise appointed pursuant to Section 4.1 of these bylaws shall be elected by a majority of the directors then in office at the annual meeting of the board of directors. Each director shall hold office for their full term of office as set forth in Section 4.3 and until a successor has been elected or appointed and qualified unless he or she has resigned or been removed or his or her office has been declared vacant in the manner provided in these bylaws.

4.5 Voting.

Each member of the board of directors shall have one vote. There shall be no proxy voting permitted for the transaction of any of the business of this corporation.

4.6 Resignation of Directors.

Except as provided below, any director may resign from the board at any time by giving written notice to the president, secretary or chief financial officer of the corporation and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Notwithstanding the above, except on notice to the California Attorney General, no director may resign if the corporation would be left without a duly elected director or directors.

4.7 Removal of Directors.

A non ex-officio director may be removed from office without cause by a four-fifths (4/5) vote of the total number of voting directors then in office.

4.8 Restriction on Interested Persons as Directors.

Notwithstanding any other provision of this Article IV, no more than forty-nine percent (49%) of the persons serving on the board may be interested persons. An interested person is (a) any person compensated by the corporation for services rendered to it within the previous twelve (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 (b) 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 the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the corporation.

4.9 Compensation of Directors.

Directors may not receive compensation for their services as directors, but may receive such reimbursement of expenses as may be fixed or determined by resolution of the board of directors.

4.10 Inspection by Directors.

Each director shall have the right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation for a purpose reasonably related to such person's interest as a director. The right of inspection includes the right to copy and make extracts of documents.

4.11 Vacancies.

A vacancy in a director position because of removal, death, resignation, or otherwise shall be filled in the same manner as the former occupant of the position was selected. Notwithstanding the foregoing, if the former occupant of the position was elected by approval of the board of directors and the number of directors then in office is less than a quorum, the vacancy may be filled by (a) the unanimous written consent of the directors then in office, (b) the affirmative vote of a majority of the directors then in office at a meeting held according to notice or waivers of notice in accordance with Section 5211 of the Nonprofit Public Benefit Corporation Law, or (c) a sole remaining director. Any person designated to fill a vacancy on the board of directors shall hold office for the unexpired term of his or her predecessor in office, subject to the power of removal contained herein.

**ARTICLE V
MEETINGS OF THE BOARD OF DIRECTORS**

5.1 Place of Meetings.

Meetings of the board of directors shall be held at any place within this State which has been designated from time to time by resolution of the board. In the absence of such designation, meetings shall be held at the principal office of this corporation.

5.2 Annual Meeting.

The board of directors shall hold an annual meeting on the first Thursday in June each year, or at such a time as shall be fixed by the board of directors, for the purpose of organization, election of officers and transaction of other business.

5.3 Regular Meetings.

Other regular meetings of the board of directors shall be held at such time as may be fixed by the board of directors, but shall be held at least on a quarterly basis. The secretary shall be required to call a meeting upon the joint request of any two (2) directors of the board.

5.4 Special Meetings.

Special meetings of the board of directors for any purpose or purposes may be called at any time by the chairperson of the board, if any, the president, any vice president, the secretary, or any two directors, to be held at such time and place as shall be designated in the notice of meeting.

5.5 Notice of Meeting.

Notice of the time and place of special meetings of the board of directors shall be given by written notice delivered personally or sent by mail or e-mail or facsimile to each director at his or her address as shown on the records of the corporation. If mailed, such notice shall be deposited in the United States mail at least seven (7) days before the date set for the meeting, in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by e-mail or facsimile, such notice shall be sent at seven (7) days before the time set for the meeting. The Notice of Meeting shall contain an agenda listing the matters to be considered at each meeting and shall be given to each Director, and to any person so requesting, at least seven (7) days before the meeting.

Notwithstanding anything in this section to the contrary, the chairperson may call an emergency meeting of the Board without giving the normal notice if such a meeting is necessary to discuss an unforeseen emergency condition. An emergency condition for the purpose of this subsection is any condition that, if not addressed by the Board promptly, may result in a detriment to the Corporation or the District. Notice of emergency meeting may be delivered personally, telephoned or mailed and shall be received at least twenty-four (24) hours before the time of such meeting.

The business to be transacted at any special meeting of the board shall be specified in the notice. If and when California Government Code sections 54950 et. seq. (the "Brown Act") shall apply to

any meeting held by the corporation, the corporation shall comply with the requirements of the Brown Act.

5.6 Quorum and Manner of Acting.

A majority of the total number of authorized directors shall constitute a quorum of the board of directors for the transaction of business. Every act or decision done or made by a majority of the directors present at a meeting at which a quorum is present shall be regarded as the act of the board of directors, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common directorships, (c) creation of and appointments to committees of the Board, and (d) indemnification of directors. 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.

5.7 Adjournment and Notice of Adjourned Meeting.

Notwithstanding Section 5.6 above, a majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than twenty-four (24) hours. If the original meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the directors who were not present at the time of the adjournment.

5.8 Minutes of Meetings and Conduct.

Regular minutes of the proceedings of the board of directors shall be kept in a book provided for that purpose. The board of directors may adopt its own rules of procedure insofar as such rules are not inconsistent with, or in conflict with, these bylaws, the articles of incorporation of the corporation or with the law.

ARTICLE VI OFFICERS

6.1 Officers.

The officers of the corporation shall be a chairperson of the board (who shall act as president), a vice-chair, and a secretary, and a treasurer who shall also act as chief financial officer. The corporation may also have, at the discretion of the board of directors, one or more vice presidents, one or more assistant secretaries, one or more assistant chief financial officer, and such other officers as may be appointed in accordance with the provisions of Section 6.3. Any two or more offices may be held by the same person, except that neither the secretary nor the chief financial officer may serve concurrently as either the president or the chairperson of the board.

6.2 Election.

The officers of the corporation, except such officers as may be appointed or serve ex-officio in accordance with the provisions of Sections 4.1 and/or 6.3, shall be elected by the board of directors, and each shall serve for a one (1) year term at the pleasure of the board, subject to the rights, if any, of an officer under any contract of employment.

6.3 Other Officers.

The board of directors may appoint and may authorize the president or other officers to appoint such other officers as the business of the corporation may require, including an executive director to manage the day-to-day actions of the corporation. Each officer so appointed shall hold office for such period and have such authority and perform such duties as are provided in these bylaws or as the board of directors may from time to time determine.

6.4 Removal of Officers.

Any officer appointed by the board of directors may be removed at any time, with or without cause or notice, by the board of directors. Subordinate officers appointed by persons other than the Board under Section 6.3 may be removed at any time, with or without cause or notice, by the board of directors or by the officer by whom appointed. Officers may be employed for a specified term under a contract of employment if authorized by the board of directors; such officers may be removed from office at any time under this section and shall have no claim against the corporation or individual officers or board members because of the removal except any right to monetary compensation to which the officer may be entitled under the contract of employment.

6.5 Resignation of Officers.

Any officer may resign at any time by giving written notice to the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified in such notice; and, unless otherwise specified in such notice, the acceptance of such resignation shall not be necessary to make it effective. Any such resignation is without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

6.6 Vacancies in Office.

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these bylaws for regular appointments to such office.

6.7 Responsibilities of Officers.

(a) Chairperson of the Board.

The chairperson of the board, if such an officer be elected, shall, if present, preside at all meetings of the board of directors and exercise and perform such other powers and duties as may be from time to time assigned to him or her by the board of directors or prescribed by the bylaws. If there is no president, the chairperson of the board shall in addition be the chief executive officer of the corporation and shall have the powers and duties of the president as prescribed in these bylaws.

(b) President/Chief Executive Officer.

Subject to such supervisory powers, if any, as may be given by the board of directors to the chairperson of the board, if there be such an officer, the president shall be the chief executive officer of the corporation and shall, subject to the control of the board of directors, have general supervision, direction and control of the activities and the officers of the corporation. He or she shall preside, in the absence of the chairperson of the board or if there be none, at all meetings of the board of directors. He or she shall have the general powers and duties of management usually vested in the office of president of a corporation, and shall have such other powers and duties as may be prescribed by the board of directors or these bylaws.

(c) Vice-Chair.

In the absence or disability of the chairperson/president, the vice-chair shall perform all the duties of the chairperson/president. When so acting, the vice-chair shall have all the powers of, and be subject to all the restrictions upon, the chairperson/president. The vice-chair shall have such other powers and perform such other duties as from time to time may be prescribed to him/her respectively by the board of directors or the bylaws, the president or the chairperson of the board.

(d) Secretary.

(1) Minutes.

The secretary shall keep or cause to be kept, at the principal executive office or such other place as the board of directors may order, a book of minutes of all meetings, proceedings and actions of directors and committees of directors. The minutes of each meeting shall state the time and place the meeting was held; whether it was annual, regular or special; if special, how it was called or authorized; the names of those present at board and committee meetings; and an accurate account of the proceedings. If the secretary is unable to be present, the secretary or the presiding officer of the meeting shall designate another person to take the minutes of the meeting. The secretary shall keep or cause to be kept, at the principal office in California, a copy of the articles of incorporation and bylaws, as amended to date.

(2) Notices, Seal, and Other Duties.

The secretary shall give, or cause to be given, notice of all meetings of the members, the board of directors and committees of the board of directors required by these bylaws to be given. In case of the absence or disability of the secretary, or his or her refusal or neglect to act, such notices may be provided by the president, or by the vice president, if any, or by any person authorized by the president or by any vice president, or by the board of directors. The secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the board or the bylaws may prescribe.

(e) Chief Financial Officer.

(1) Books of Account.

The chief financial officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of account of the properties and transactions of the corporation. The chief financial officer shall send or cause to be given to the directors such financial statements and reports as are required to be given by law, by these bylaws or by the board. The books of account shall at all reasonable times be open to inspection by any director.

(2) Deposit and Disbursement of Money.

The chief financial officer shall deposit, or cause to be deposited, all moneys and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the board of directors. He or she shall disburse the funds of the corporation as may be ordered by the board of directors, shall render to the president and directors, whenever they request it, an account of all of his transactions as chief financial officer and of the financial condition of the corporation, and shall have other powers and perform such other duties as may be prescribed by the board of directors or the bylaws. If so required by the board of directors, the chief financial officer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety as the board of directors shall deem appropriate. The chief financial officer shall submit such annual reports to the board of directors as required by law or as directed by the board of directors.

ARTICLE VII
INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER AGENTS

7.1 Right of Indemnity.

To the fullest extent permitted by law, the corporation shall indemnify its directors, officers, employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any “proceeding,” as that term is used in that Section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. “Expenses,” as used in these bylaws, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

7.2 Approval of Indemnity.

On written request to the board by any person seeking indemnification under Section 5238(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 conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the board shall authorize indemnification.

7.3 Advancement of Expenses.

To the fullest extent permitted by law and except as otherwise determined by the board in a specific instance, 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.

7.4 Insurance.

The board shall have the right to authorize and direct the officers of the corporation to cause the corporation to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's, director's employee's or agent's status as such.

ARTICLE VIII RECORDS AND REPORTS

8.1 Maintenance of Corporate Records.

The board shall cause the appropriate officers of the corporation to keep:

- (a) Adequate and correct books and records of account;
- (b) Written minutes of the proceedings of the board and committees of the board; and
- (c) A record of each director's name and address.

8.2 Maintenance and Inspection of Articles and Bylaws.

The secretary shall keep at the corporation's principal office the original or a copy of the articles of incorporation and bylaws as amended to date.

8.3 Annual Report.

The board shall cause an annual report to be sent to directors and to the District within one hundred twenty (120) days after the end of the corporation's fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year:

- (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;
- (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes;
- (d) The expenses or disbursements of the corporation for both general and restricted purposes; and
- (e) Any other information required by these bylaws.

If the income statements and balance sheets referred to in this section have not been audited, they shall be accompanied by the report of any independent accountants engaged by the corporation or the certificate of an authorized officer of the corporation that such financial statements were prepared without audit from the books and records of the corporation.

An annual report must be furnished to any director who requests it in writing.

8.4 Annual Statement of Certain Transactions and Indemnifications.

As part of the annual report to all directors, or as a separate document if no annual report is issued, the board shall cause to be annually prepared and mailed or delivered to each director a statement of any transaction or indemnification of the following kind within one hundred twenty (120) days after the end of the corporation's fiscal year:

(a) Any transaction (i) in which the corporation or its parent or subsidiary was a party, (ii) in which an "interested person" has a direct or indirect material financial interest, and (iii) which involved more than \$50,000, or was one of a number of transactions with the same interested person involving, in the aggregate, more than \$50,000.

(b) Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the corporation under Article VII of these bylaws, unless that indemnification has already been approved by the directors under Section 5238(e) of the California Corporations Code.

For this purpose, an "interested person" is any director or officer of the corporation, its parent or its subsidiary. The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest; provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

ARTICLE IX GENERAL CORPORATE MATTERS

9.1 Checks, Drafts, Evidences of Indebtedness.

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 shall be signed or endorsed by the chief financial officer and the president, or such other officers of the corporation, and in such manner, as shall be determined by resolution of the board of directors.

9.2 Contracts.

The board of directors, except as the bylaws otherwise provided, may authorize any officer or officers or agent or agents to enter into any contract or execute any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to one or more specific matters. Unless so authorized or ratified by the board of directors or within the agency power of an officer, no officer, agent or employee shall have any power or authority to bind the corporation

by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

9.3 Loans and Borrowing.

The board of directors shall not cause the corporation to make any loan of money or property to or guarantee the obligation of any director or officer unless approved by the Attorney General. No loan shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors.

9.4 Deposits.

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

9.5 Gifts, Donations, Bequests and other.

The board of directors may at their discretion accept on behalf of the corporation any contribution, gifts, donations, bequests, trusts and specially funded grants, and other income for the general purposes or for any specific purpose of the corporation.

**ARTICLE X
MISCELLANEOUS**

10.1 Fiscal Year.

The fiscal year of the corporation shall end on the last day of June in each year unless otherwise determined by resolution of the board of directors.

10.2 Rules.

The board of directors may adopt, amend, or repeal rules not inconsistent with these bylaws for the management of the internal affairs of the corporation and the governance of its officers, agents, committees, and employees.

10.3 Corporate Seal.

The board of directors may provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation, the date of its incorporation, and the word “*California*”.

10.4 Waiver of Notice.

Whenever any notices are required to be given under the provisions of the Nonprofit Corporation Act of the state of California, or under the provisions of the articles of incorporation of the corporation, or these bylaws, a waiver thereof in writing signed by the persons entitled to such notice, whether dated before or after the time such notices are required to be given, to the extent permitted by law, shall be deemed equivalent to the giving of such notice.

10.5 Restrictions.

This corporation shall distribute the income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Internal Revenue Code section 4942, shall not engage in any act of self-dealing as defined in Internal Revenue Code section 4941(d), shall not retain any excess business holdings as defined in Internal Revenue Code section 4943(c), shall not make any investments in a manner as to subject it to tax under Internal Revenue Code section 4944, and shall not make any taxable expenditures as defined under Internal Revenue Code section 4945(d).

**ARTICLE XI
AMENDMENT TO BYLAWS**

11.1 Amendment to Bylaws.

These bylaws may be amended at any regular meeting of the board of directors by a majority vote of the board of directors; provided, however, that if any provision of these bylaws requires the vote of a larger proportion of the board than is otherwise required by law, that provision may not be altered, amended, or repealed except by that greater vote.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify that:

1. I am the duly elected and acting secretary of MT. SAC AUXILIARY SERVICES, a California nonprofit public benefit corporation.

2. The bylaws to which this certificate is attached, comprising fourteen (14) pages, constitute the bylaws of such corporation as duly adopted by the board of directors on June 2, 2022.

I further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of my own knowledge.

Dated: June 2, 2022.



Rosa Royce, Secretary