

ARTICLES OF INCORPORATION
OF
MT. SAC AUXILIARY SERVICES

ARTICLE I
Name

The name of this Corporation is:

MT. SAC AUXILIARY SERVICES

ARTICLE II
Purposes

This Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes. The charitable purposes of this Corporation are to promote and assist the educational program of the Mt. San Antonio Community College and to apply the funds and properties coming into its hands toward furthering the educational program carried on or approved by the administrative officers of the College. This Corporation shall only carry on activities approved by the Superintendent/President of the College.

ARTICLE III
Conformity with Regulations

This Corporation shall conduct its operations in conformity with general regulations established by the Board of Governors of the California Community Colleges and the implementing regulations established by the Mt. San Antonio Community College District as required by the Education Code, Section 72672(c).

ARTICLE IV
Exempt Status and Limitations on Activities

This Corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Notwithstanding any other provisions of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

No substantial part of the activities of this Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE V
Directors

The number of Directors, the method of their selection and the terms of their office shall be as specified by the Bylaws of this Corporation. The Superintendent/President of the College or his or her designated representative shall be a member of the Board of Directors of this Corporation to insure that this Corporation operates in conformity with College policy. This Corporation shall have no members other than the persons constituting its Board of Directors. The persons constituting its Board of Directors shall, for the purpose of any statutory provision or rule of law relating to nonprofit corporations or otherwise, be taken to be the members of such Corporation and exercise all the rights and powers of members thereof.

ARTICLE VI
Dedication and Dissolution

The property of this Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private individual. Upon the dissolution of this Corporation, net assets, other than trust funds, shall be distributed to the Mt. San Antonio Community College District to be used exclusively for charitable purposes. If, upon dissolution, this Corporation holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the Superior Court of the county in which this Corporation's principal office is located upon petition therefor by the Attorney General of the State of California or by any person concerned in the liquidation in a proceeding to which the Attorney General is a party.

ARTICLE VII
Initial Agent for Service of Process

The name and address in the State of California of this Corporation's initial agent for service of process is:

John W. Francis
1703 Via Palomares
San Dimas, CA 91773

ARTICLE VIII
Amendment of Articles

The Articles of Incorporation of this Corporation shall not be amended except with the vote of three-fifths (3/5) of the total voting membership of the Board of Directors.

IN WITNESS WHEREOF, for the purpose of forming this nonprofit corporation under the laws of the State of California, I the undersigned, constituting the incorporator of this corporation have executed these Articles of Incorporation this day of _____, 1982.

DECLARATION

I am the person whose name is subscribed below. I am the incorporator of the Mt. SAC Auxiliary Services and I have executed these Articles of Incorporation. The foregoing Articles of Incorporation are my act and deed.

Executed on _____, 1982, at Walnut, California.

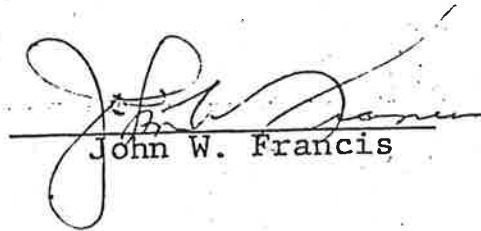
I declare that the foregoing is true and correct.

Article VIII

Amendment of Articles

The Articles of Incorporation of this Corporation shall not be amended except with the vote of three-fifths (3/5) of the total voting membership of the Board of Directors.

IN WITNESS WHEREOF, for the purpose of forming this nonprofit corporation under the laws of the State of California, I, the undersigned, constituting the incorporator of this corporation, have executed these Articles of Incorporation this sixth day of October, 1982.



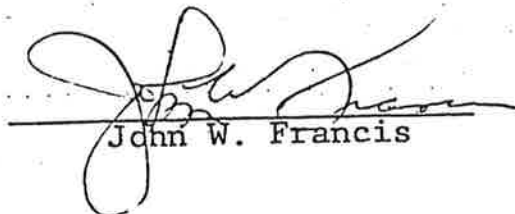
John W. Francis

DECLARATION

I am the person whose name is subscribed below. I am the incorporator of the Mt. SAC Auxiliary Services, and I have executed these Articles of Incorporation. The foregoing Articles of Incorporation are my act and deed.

Executed on October 6, 1982, at San Dimas, California.

I declare that the foregoing is true and correct.



John W. Francis

BYLAWS OF
MT. SAC AUXILIARY SERVICES

ARTICLE I
Name

The name of this corporation shall be the MT. SAC AUXILIARY SERVICES

ARTICLE II
Principal Office

The principal office of this Corporation for transaction of business is located in the City of Walnut, County of Los Angeles, California, at 1100 North Grand Avenue, Walnut, California 91789.

ARTICLE III
Purposes

The purposes of Mt. SAC Auxiliary Services are to provide supportive services and specialized programs for the general benefit of the Mt. San Antonio Community College District, to include but not limited to receipt of gifts, property, and funds to be used for the benefit of the District.

ARTICLE IV
Membership

This Corporation shall have no members other than the persons constituting its Board of Directors. The Board of Directors shall, under any statute or rule of law, be the members of this Corporation and shall have all the rights and powers members would otherwise have.

ARTICLE V
Board of Directors

Section 1. Number of Directors. The Board of Directors shall consist of five (5) voting members (until changed by amendment to these Bylaws as hereinafter provided).

Section 2. Powers of Directors. Subject to the provision of the California Nonprofit Corporation Law and any limitations in the Articles of Incorporation and these Bylaws, the business and affairs of this Corporation shall be managed, and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board of Directors may delegate the performance of any duties or the exercise of any powers to such officers or agents as may from time to time by resolution be designated.

Section 3. Selection (Election) and Term of Office. The Board of Directors shall be comprised initially of the below named positions and incumbent position holders.

1. Superintendent/President
2. Vice President, Business Services
3. Director, Mt. SAC Auxiliary Services
4. Two members appointed by Superintendent/President for one-year term

Section 4. 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. Any person selected 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.

Section 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.

Section 6. Annual Meeting. There shall be an annual meeting of the Board of Directors on the first Thursday in June each year.

Section 7. Meetings. Meetings of the Board of Directors for any purpose or purposes shall be called at any time by the Chairperson. The Chairperson shall be required to call a meeting upon the joint request of any two (2) members of the Board. All meetings of the Board of Directors shall be governed by Robert's Rules of Order, including such revisions thereof as may from time to time be published, except insofar as such rules are inconsistent with these Bylaws, with the Articles of Incorporation, or with applicable law.

Section 8. 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 or by written consent of all members of the Board. In the absence of such designation, meetings shall be held at the principal office of this Corporation.

Section 9. Notice of Meetings.

(a) Written notice of every regular meeting shall be given to each Director at least seven (7) days before each meeting. Notice may be delivered personally or by mail to the last known address of the addressee and, if mailed, is complete upon mailing. Written notice of any meeting shall also be given pursuant to this subsection to any person who requests such notice in writing.

(b) An agenda listing the matters to be considered at each meeting shall be given to each Director, and to any person so requesting, at least seven (7) days before the meeting.

(c) 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 this Corporation or to the District. Notice of any 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.

Section 10. Open Meetings. All meetings of the Board shall be open and public, and all persons shall be permitted to attend any meeting of the Board, provided, however, that the Board may hold closed sessions during any meeting to consider those matters that may lawfully be considered in such sessions under Chapter 9 of Part 1 of Division 2 of Title 5 of the Government Code, commencing with Section 54950.

Section 11. Quorum. Three-fifths (3/5) of the total number of voting Directors shall constitute a quorum for the transaction of business at any meeting. Every act or decision done or made by the Directors present at a meeting at which a quorum is present shall require at least three votes to be regarded as the act of the Board of Directors.

Section 12. Removal of Directors. Directors of this Corporation may be removed at any time by a four-fifths (4/5) vote of the total number of voting Directors.

Section 13. Compensation. The Directors of this Corporation shall serve without compensation.

ARTICLE VI Officers

Section 1. Officers. The officers of this Corporation shall be a Chairperson, Vice Chairperson, Secretary-Treasurer, and such other officers as the Board of Directors may appoint.

Section 2. Election. The Board of Directors shall elect all officers of this Corporation for terms of one year, or until their successors are elected and qualified. The annual election shall be held at the annual meeting on the first Thursday in June. All officers shall be drawn from the Board membership.

Section 3. Chairperson. Subject to the control of the Board of Directors, the Chairperson shall preside at all meetings of the Board, and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors. The Chairperson shall have a vote on all matters.

Section 4. Vice Chairperson. In the absence or disability of the Chairperson, the Vice Chairperson shall perform all the duties of the Chairperson. The Vice Chairperson shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 5. Secretary-Treasurer. The Secretary-Treasurer shall assist the Chairperson in the preparation of the agendas for the meetings, shall keep a full and complete record of the proceedings of all meetings of the Board of Directors, shall keep the seal of this Corporation and affix the same to such papers and instruments as may be required in the regular course of business, shall provide such notices as may be necessary or proper, shall supervise the keeping of the books of this Corporation and shall discharge such other duties as pertain to the office or as prescribed by the Board of Directors. The Secretary-Treasurer shall be the chief financial officer of this Corporation and, if so required by the Board of Directors, 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 Secretary-Treasurer shall submit an annual report to the Board on or about June 30 of each year. In case of the absence or disability of the Secretary-Treasurer, or his or her refusal or neglect to act, such notices may be provided by the Chairperson, or by the Vice Chairperson or by any person thereunto authorized by the Chairperson or by the Vice Chairperson, or by the Board of Directors.

ARTICLE VII
Defense and Indemnification

This Corporation shall defend any Director who is a party or is threatened to be made a party to any proceeding, other than an action by or in the right of the Corporation, by reason of the fact that such Director is or was an agent of this Corporation, and will indemnify any such Director against expenses, judgments, fines, settlements, and any other amounts actually and reasonably incurred in connection with such proceeding if such Director acted in good faith and in a manner such Director reasonably believed to be in the best interest of this Corporation and, in the case of a criminal proceeding, if such Director had no reasonable cause to believe the conduct was unlawful.

ARTICLE VIII
Conflict of Interest

No Directors shall be financially interested in any contract or other transaction entered into by the Board of Directors, and any contract or transaction entered into in violation of this is void. No Director may utilize information obtained by reason of Board membership for personal gain, and the Board of Directors may recover any such gain realized.

ARTICLE IX
Amendment of Bylaws

These Bylaws may be amended at any regular meeting of the Board of Directors by a three-fifths (3/5) vote of the total voting membership of the Board, providing that the amendment has been submitted in writing at the previous regular meeting.

CERTIFICATE OF SECRETARY-TREASURER

OF THE

MT. SAC AUXILIARY SERVICES

A California Nonprofit Public Benefit Corporation

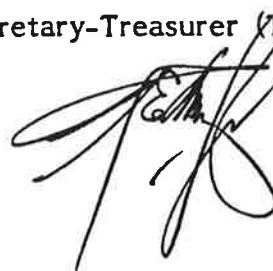
I hereby certify that I am the duly elected and acting Secretary-Treasurer of said Corporation and that the foregoing Bylaws, comprising *Four (4)* pages, constitute the Bylaws of said Corporation as duly adopted at a meeting of the Board of Directors thereof held on *MAY 4*, 198*2*.

Date:

MAY 4, 198*2*.

R.E. Moon Jr.

Secretary-Treasurer (Typed Name)



CERTIFICATE OF SECRETARY-TREASURER

OF THE

MT. SAC AUXILIARY SERVICES

A California Nonprofit Public Benefit Corporation

I hereby certify that I am the duly elected and acting Secretary-Treasurer of said Corporation and that the foregoing Bylaws, comprising Four (4) pages, constitute the Bylaws of said Corporation as duly adopted at a meeting of the Board of Directors thereof held on May 4, 1983.

Date: May 4, 1983

R. E. MOON, JR.
Secretary-Treasurer (Typed Name)

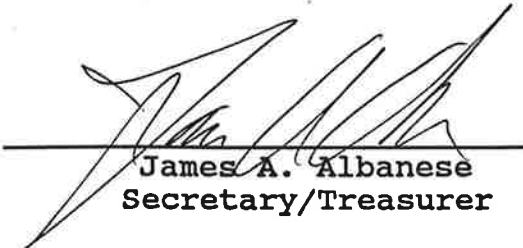
FIRST AMENDMENT TO BYLAWS OF MT. SAC AUXILIARY SERVICES

ARTICLE V

Section 3. Selection (Election) and Term of Office. The Board of Directors shall be comprised initially of the below named positions and incumbent position holders.

1. Superintendent/President
2. Vice President, Business Services
3. Associated Students' President
4. Two members appointed by the Superintendent/President for one-year term, and selected from one or more of the following categories:

Administration and staff
Faculty
Students
Members of the community



James A. Albanese
Secretary/Treasurer

Approved by Auxiliary Board 12/6/93
Effective January 1, 1994
Second Reading Approved by Auxiliary Board 3/7/94