

MT. SAC AUXILIARY SERVICES CORPORATION
SECOND QUARTERLY MEETING OF THE BOARD OF DIRECTORS

Thursday, December 3, 2020

2:00 p.m. Zoom Meeting

<https://cccconfer.zoom.us/j/95903152143?pwd=TnpqYjFXdXNCRkFQYy9zS01MYIVzd09>

Password: 063160

Please provide any public comment by noon Thursday, December 3, 2020,
To: Yadira Santiago – ysantiago2@mtsac.edu

AGENDA

Auxiliary Services Board of Directors Members:

Morris Rodrigue, Chairperson

Audrey Yamagata-Noji

Rosa Royce

Jenny Leung

Sophia Ruiz

Doug Jenson (Staff)

Suzanne Luetjen (Staff)

Eddie Correa (Guest)

Kevin Owen (Guest)

Yadira Santiago (Notes)

1. Call to Order.
2. Public comment.
3. Appointment of Associated Students Representative – Sophia Ruiz.
4. Consideration of Approval of Minutes for September 3, 2020.
5. Consideration of Approval **of Ratification** of Sodexo Contract Amendment.
6. Consideration of Approval **of Ratification** of Barnes & Noble Contract Amendment.
7. Auxiliary Statement of Revenues and Expenses (Unaudited) YTD June 30, 2020.
8. Auxiliary Statement of Revenues and Expenses (Unaudited) YTD **September 30, 2020.**
9. Discussion – Review of Bylaws
10. Discussion – Update on the Bookstore Advisory Committee and the Sodexo Advisory Committee.
11. Reports:
 - Administrative Services
 - SacBookRac
 - Sodexo
12. Adjourn

Board approved future meeting dates:

March 4, 2021

June 3, 2021

September 2, 2021

December 2, 2021

MT. SAC AUXILIARY SERVICES CORPORATION BOARD OF DIRECTORS MINUTES

Thursday, September 3, 2020

The first quarterly meeting of the Mt. SAC Auxiliary Services Corporation Board of Directors, held via zoom due to the Governors Safer at Home order, was called to order at 2:06 p.m. on Thursday, September 3, 2020, by Morris Rodrigue, Chairperson. Those present via zoom were: Morris Rodrigue, Audrey Yamagata-Noji (2:14pm), Jenny Leung, and Rosa Royce. Guest: Eddie Correa. Staff: Doug Jenson, Suzanne Luetjen, Gladys Cruz, Kevin Owen, Brandin Bowman, and Yadira Santiago. Absent: Associated Students Representative.

2 – No public comment.

3 – Consideration of Approval of Minutes for June 4, 2020 – It was moved by Rosa Royce, seconded by Jenny Leung, to approve the minutes of June 4, 2020.

Ayes: Rodrigue, Royce, Leung

Absent: Yamagata-Noji, Associated Students Representative.

4 – Consideration of Approval of Pepsi Contract Amendment – It was moved by Rosa Royce, seconded by Jenny Leung, to approve the Pepsi Contract Amendment.

Ayes: Rodrigue, Royce, Leung

Absent: Yamagata-Noji, Associated Students Representative.

5 – Discussion – Review of Bylaws – Morris would like the Bylaws reviewed and a more detailed discussion at the next scheduled meeting.

6 – Discussion – Update on the Bookstore Advisory Committee and the Sodexo Advisory Committee. At this time there is no update due to the Covid-19 Pandemic/campus closure. This item will be kept on the Agenda for the next few meetings. Yadira Santiago will research membership of the committees, further discussion at the next scheduled meeting.

7 – Reports:

- Administrative Services – Morris Rodrigue
- SacBookRac – Suzanne Luetjen
- Sodexo – Eddie Correa

8 – Adjournment – The meeting adjourned at 2:28 p.m.

AMENDMENT TO MANAGEMENT AND OPERATIONS AGREEMENT

This Amendment Number One to Management and Operations Agreement (“Amendment”) is effective July 1, 2020 and is between Mt. San Antonio College Auxiliary Services Corporation ("Auxiliary") and Sodexo America, LLC, a Delaware limited liability Company (“Sodexo”). Sodexo and Auxiliary shall be known collectively as the “Parties”.

WHEREAS, Auxiliary and Sodexo are parties to that certain Agreement dated May 27, 2016, whereby Sodexo provides Auxiliary with food service facilities and operations for the benefit of students and employees of the Mt. San Antonio Community College District;

WHEREAS, the Parties now desire to amend the Agreement;

NOW, THEREFORE, in consideration of the promises contained herein and for other good and valuable consideration, the Parties agree as follows:

1. Auxiliary shall waive the guaranteed commission in the amount of One Hundred Thirty Five Thousand Dollars (\$135,000) for the 2020-21 Fiscal Year, as stated in ARTICLE VIII - FINANCIAL ARRANGEMENTS, Section 8.1 Commissions.

For the 2020-21 Fiscal Year, Sodexo shall pay Auxiliary a commission as follows:

Retail Sales:	5% of Net Sales
Concessions:	10% of Net Sales
Catering:	0% of Net Sales

2. Section 10.11 is hereby amended to reflect a change of address for the first addressee under notices to Sodexo, as follows:

“To Sodexo: Sodexo America, LLC
Attention: Rodney K. Brown
COO, Universities North America, West
Sodexo/Drake University
2507 University Avenue, Olmsted Building
Des Moines, Iowa 50311”

3. Section 10.18 is hereby added to the Agreement and shall hereinafter read as follows:

“10.18 Electronic Signatures. The Parties agree that this Agreement and subsequent Amendments may be executed using electronic contracting technology using symbols or other data in digital form and agree that such electronic signature is the legal equivalent of a manual signature binding the Parties to the terms and conditions stated herein.”

“The remainder of this page has been intentionally left blank.”

4. All other terms and conditions of the Agreement shall remain in full force and effect throughout the Term.

IN WITNESS WHEREOF, the Parties hereto have entered into this Amendment as of the Effective Date.

**MT. SAN ANTONIO AUXILIARY
SERVICES CORPORATION**

By: _____

Name: Morris Rodrigue
Its: VP, Administrative Services

Date: Jul 21, 2020

SODEXO AMERICA, LLC

By: _____
Jennifer King (Jul 21, 2020 07:37 PDT)

Name: Jennifer King
Its: Senior Vice President

Date: Jul 21, 2020



Barnes & Noble College Booksellers, LLC
120 Mountain View Blvd.
Basking Ridge, NJ 07920

November 2, 2020

Doug Jenson
Associate VP Administrative Services

Mt. San Antonio College

Re: Agreement for Bookstore Services dated January 2018

Dear Doug

Thank you for the open discussion regarding the impact COVID-19 is presenting to our business and our ability to serve your campus. As a result, we'd like to make temporary adjustments to certain financial terms in the Agreement. This letter outlines our understanding of that arrangement.

Effective January 1, 2020 the Guaranteed Amount as stated in Section 7.1 of the Agreement shall be eliminated in its entirety for the contract year of January 1, 2020 thru December 31, 2020 ("Period"). During the Period, Barnes & Noble College will pay your institution the Calculated Commission as described in Section 7.1 of the Agreement. Thereafter, the parties agree to discuss in good faith the appropriate financial terms for the contract year beginning January 1, 2021.

In addition, for the months of January through July of the Period, Barnes & Noble will reimburse your institution for payroll in accordance with the second to last paragraph of section 4.7 of the Agreement (your institution will be responsible for such payroll for the months of August through December of the Period). After the Period, the parties agree to discuss payroll expenses for the subsequent contract year of January 1, 2021 through December 31, 2021.

Except as expressly modified in this letter, all other terms and conditions of the Agreement shall remain the same. All capitalized terms used but not defined in this letter refer to the definitions in the Agreement.

If you agree with the terms outlined above, please confirm by signing below and returning a copy of this letter to me at your earliest possible convenience.

We highly value our relationship with you and your campus community, and we are committed to providing the highest level of service we can through these unprecedented times.

Please let me know if you have any questions or would like to discuss the above. As always, I thank you in advance for your consideration and for your ongoing support and partnership.

All the best,

Chris Peterson
Vice President, Stores

ACKNOWLEDGED AND AGREED:
Mt. San Antonio Community College

Sign: 

Morris Rodrigue
Vice President Administrative Services

Mt. San Antonio College Auxiliary Services
Statement of Revenues and Expenses (Unaudited)
(YTD June 30, 2020)

	2019-20		2018-19
	Estimated	Actuals 6/30/2020	Actuals 06/30/19
Revenues			
Commissions and Sponsorships:			
Barnes and Noble	\$ 464,906	\$ 412,708	\$ 557,866
Sodexo	171,371	124,706	167,948
Pepsi	60,071	58,076	69,964
Compass Group-Canteen Vending	75,789	59,000	74,288
ATM	1,290	800	2,058
Salaries and Employer Benefits - Reimbursed by Barnes & Noble	530,107	545,410	557,554
Other:			
Unfunded CalPERS Liability-Paid by the District	253,071	253,071	199,590
Miscellaneous Income (One-Time)	2,852	2,852	109,678
Interest Income	58,766	57,553	50,847
Total Revenues	\$ 1,618,223	\$ 1,514,176	\$ 1,789,794
Expenses			
Operating Expenses:			
Salaries and Employer Benefits - Reimbursed by Barnes & Noble	\$ 533,151	551,863	\$ 560,454
Retirees Health Premiums	266,837	273,785	249,176
Unfunded CalPERS Liability	278,534	278,534	233,520
Accounting Services (Includes Reimbursement of 1 FTE)	134,144	134,144	119,936
Hospitality			
Hospitality-President Institutional	75,000	48,682	64,259
Hospitality-President	75,000	40,767	52,999
Hospitality-Human Resources	13,000	15,995	26,271
Hospitality-Instruction	20,000	16,774	16,639
Hospitality-Student Services	13,000	7,402	7,523
Hospitality-Administrative Services	21,000	18,170	35,056
Facilities Lease (Paid to the College)	10,000	10,000	10,000
Office Supplies, ATM Fees, Bank Charges	6,878	10,508	6,836
Scholarships and Donations:			
Scholarships-Canteen Vending	20,000	9,000	6,000
Scholarships-Pepsi	21,500	21,500	21,500
Foundation Golf Tournament Fund-Pepsi	1,500	1,500	1,500
Barnes & Noble Textbook Scholarship	10,000	10,000	-
Miscellaneous			
Contribution to Friends to Improve Mt. Sac 2018	-	-	45,000
Miscellaneous Expenses	3,109	2,332	7,172
Total Expenses	\$ 1,502,653	\$ 1,450,956	\$ 1,463,841
Income or Loss - Modified Accrual Basis	\$ 115,570	\$ 63,220	\$ 325,953
GASB Transactions:			
GASB Adjustments for Pension and OPEB	344,266	-	344,266
Bad Debt Expense	-	(1,148)	-
Depreciation	28,576	27,868	28,576
	<u>\$ 372,842</u>	<u>\$ 26,721</u>	<u>\$ 372,842</u>
Income or Loss Per Audit - Full Accrual Basis	\$ (257,272)	\$ 36,499	\$ (46,889)

Mt. San Antonio College Auxiliary Services
Statement Revenue and Expenses Report for the Fourth Quarter 2019-20
Unaudited
(As of 06/30/2020)

The Estimated amounts included under the fiscal year 2019-20 are projected numbers through June 30, 2020. The report includes year-to-date actuals as of June 30, 2020 compared to June 30, 2019.

As of June 30, 2020, net income increased by \$83,388 (\$-46,889 in 2018-19 to \$36,499 in 2019-20); however, this increase is still missing the 2019-20 GASB Adjustment for the OPEB/Pension. Last year, this adjustment totaled \$344,266. If the GASB Adjustment exceeds this increase of \$83,388, the difference will result in a decrease in net income. Since the GASB Adjustment is still unknown, following is the explanation of the \$83,388 estimated net income increase primarily attributed to:

- Decreases in Barnes & Noble, Sodexo, Pepsi, and Compass Vending commissions for a total of \$215,576. The reduction on these commissions is mainly due to a decrease in sales related to the campus closure beginning March 14, 2020 due to COVID-19. In fiscal year 2018-19 the Barnes and Noble Commissions stipulated a guarantee commission for half of the year and the other half of the year was based on total sales. These total sales are coming lower than the guarantee commission.
- Net Increase of \$8,467 Unfunded Liability for PERS and an increase in Interest Income of \$6,706.
- Decrease of \$106,826 in Miscellaneous Income is mostly due to a onetime contribution received from Sodexo in fiscal year 2018-19 toward the purchase of a food truck.
- Increase of \$24,609 in Retirees health premiums due to a new retiree and increase of \$14,208 in accounting services provided to the Auxiliary due to increase in salaries and benefits. CSEA 262 employees received a 3.26% COLA increase and an increase in health benefits due to changes in tiers.
- Decrease in Hospitality expenses of \$54,957 as a result of campus closure due to COVID-19.
- Increase of \$13,000 in Scholarships. Mainly an increase in Barnes and Noble scholarships of \$10,000. Per the contract with Barnes and Noble, the Auxiliary will receive \$5,000 in Scholarships every calendar year. The \$10,000 reflects scholarships for the 2019 and 2020 calendar years.
- Decrease in Donations of \$45,000. This decrease is a one-time donation to the Friends to Improve Mt. SAC 2018.
- The difference is \$344,266, which is the GASB adjustment for last year. It is probable that this GASB Adjustment will exceed \$83,388 (Estimated Increase in net income) for the 2019-20 fiscal year. This GASB Adjustment for Pension and OPEB is pending calculation and will be recorded when the Audit for fiscal year 2019-20 is completed next February 2021.

Mt. San Antonio College Auxiliary Services
Statement of Revenues and Expenses (Unaudited)

(YTD September 30, 2020)

	2020-21 ESTIMATED	2020-21 ACTUALS as of 09/30/20	2019-20 ACTUALS as of 09/30/19
Revenues			
Commissions and Sponsorships:			
Barnes and Noble	\$ 206,248	\$ 75,887	\$ 194,001
Sodexo	-		44,043
Pepsi	52,000	19,500	10,000
Compass Group-Canteen Vending	59,000	14,750	14,750
ATM			280
Salaries and Employer Benefits - Reimbursed by Barnes & Noble	565,882	47,157	127,536
August 2020-December 2020 to be paid by Auxiliary Services (per MOU)	(235,784)		
January 2021-June 2021 contract terms pending discussion (per MOU)			-
B&N Scholarships	5,000		
Other:			
Unfunded CalPERS Liability-Paid by the District	288,004	72,001	63,268
Miscellaneous Income (One-Time)	-	541	1,098
Food Truck			
Misc. Income (Textbooks Rentals, Medicare Part D, and Other)			
Interest Income	24,916	8,101	15,568
Total Revenues	\$ 965,266	\$ 237,936	\$ 470,543
Expenses			
Operating Expenses:			
Salaries and Employer Benefits - Reimbursed by Barnes & Noble	\$ 330,098	\$ 140,290	\$ 130,579
August 2020-December 2020 to be paid by Auxiliary Services (per MOU)	235,784		
January 2021-June 2021 contract terms pending discussion (per MOU)			
Retirees Health Premiums	273,785	72,653	63,592
Unfunded CalPERS Liability	311,008	77,765	69,634
Accounting Services (Includes Reimbursement of 1 FTE)	134,144	36,793	29,322
Hospitality			
Hospitality-President Institutional	75,000	-	27,245
Hospitality-President	75,000	10,099	20,775
Hospitality-Human Resources	13,000	-	3,379
Hospitality-Instruction	20,000	449	3,433
Hospitality-Student Services	13,000	153	543
Hospitality-Administrative Services	21,000	1,101	3,247
Facilities Lease (Paid to the College)	10,000	2,500	2,500
Office Supplies, ATM Fees, Bank Charges	10,193	1,141	2,241
Scholarships and Donations:			
Scholarships-Canteen Vending	9,000	-	-
Scholarships-Pepsi	22,500	-	-
Foundation Golf Tournament Fund-Pepsi	2,000	-	-
Barnes & Noble Textbook Scholarship	5,000	-	-
Miscellaneous			
Contribution to Friends to Improve Mt. Sac 2018	-	0	-
Miscellaneous Expenses	2,000	701	822
Total Expenses	\$ 1,562,511	\$ 343,645	\$ 357,311
Income or Loss - Modified Accrual Basis	(597,245)	(105,709)	113,232
GASB Transactions:			
GASB Adjustments for Pension and OPEB			
Depreciation	33,818	8,454	6,182
	33,818	8,454	6,182
Income or Loss Per Audit - Full Accrual Basis	\$ (631,063)	\$ (114,163)	\$ 107,050

Mt. San Antonio College Auxiliary Services
Income Statement Report for the First Quarter 2020-21
(As of 09/30/2020)

The Estimated amounts included under the fiscal year 2020-21 are projected numbers through September 30, 2020. The report includes year-to-date actuals as of September 30, 2020 compared to September 30, 2019.

As of September 30, 2020, net income decreased by \$221,214 (\$107,050 in 2019-20 to \$-114,163 in 2020-21). This decrease is primarily attributed to:

- Decreases in Barnes & Noble and Sodexo commissions for a total of \$162,157. The reduction on these commissions is mainly due to a decrease in sales related to the campus closure beginning March 14, 2020 due to COVID-19.
- \$80,379 decrease in Salaries and employer Benefits Reimbursement from Barnes and Noble for August and September 2020. Due to the campus closure, on November 2, 2020, the Auxiliary and Barnes and Noble agreed that the Auxiliary will be responsible for the payroll from August through December 2020.
- Increase in Retirees Health Premiums of \$9,061, increase in salaries and employee benefits of \$9,711, and an increase in accounting services provided to the Auxiliary of \$8,132 due to increase in salaries and benefits. CSEA 262 employees received a 3.26% COLA increase, effective July 1, 2019. This increase was paid in the fourth quarter 2019-20.
- Decrease in Hospitality expenses of \$46,821 due to campus closure.

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*, 1982.

Date:

MAY 4, 1982.

R.E. Moon Jr.

Secretary-Treasurer (Typed Name)



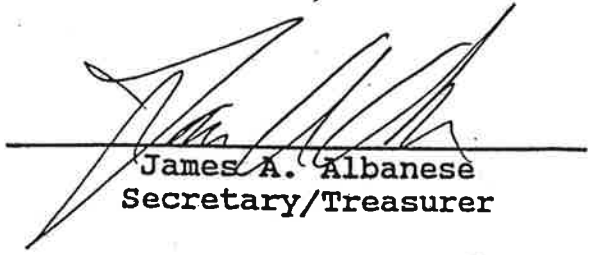
FIRST AMENDMENT TO BYLAWS OF MT. SAC AUXILIARY SERVICES

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


SECOND AMENDMENT TO BYLAWS OF MT. SAC AUXILIARY SERVICES

ARTICLE V Board of Directors

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

Administration and staff
Faculty
Students
Members of the community



Michael D. Gregory
Secretary/Treasurer

First Reading by Auxiliary Board 9/12/05
Second Reading Approved by Auxiliary Board 1/23/06
Effective February 1, 2006