



CALIFORNIA STATE
UNIVERSITY
E A S T B A Y

California State University, East Bay Foundation, Inc. Bylaws

Amended and Restated on March 7, 2014

ARTICLE I: NAME AND OFFICES

Section 1. *Name*

The name of the Corporation is the CALIFORNIA STATE UNIVERSITY, EAST BAY FOUNDATION, INC. (“CSUEB Foundation” or Foundation”).

Section 2. *Principal Office*

The principal office for the transaction of business of the Foundation is at California State University, East Bay (“CSUEB” or “University”) in Hayward, California.

Section 3. *Other Offices*

The Foundation may also have offices at such other place or places as the Board of Directors may from time to time designate or as the business of the Foundation may require.

Section 4. *Corporate Seal*

The corporation may have a corporation seal of such design and wording as determined by the Board of Directors.

ARTICLE II: PURPOSES, POWERS AND LIMITATIONS

Section 1. *General Purposes*

The Foundation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for charitable purposes within the meaning of section 501(c)(3) of the U.S. Internal Revenue Code of 1986, as amended. All references herein to “Foundation” are to the California State University, East Bay Foundation, Inc.

Section 2. *Specific Purposes*

The Foundation is formed for the following specific purposes:

- (a) To promote and assist the educational services, development, maintenance and operation of California State University, East Bay, or such institution as shall succeed to the properties and functions of said University, and to apply the funds and properties coming into its hands toward furthering the educational services, development, maintenance and operation of said University;
- (b) To engage in or support projects of research or educational development and to assist financially any such projects; and
- (c) To own, operate or provide primarily for the convenience of faculty, students and employees, the operation on or near the campus of said University of one or more cafeterias, restaurants, fountains, canteens, vending machines, bookstores, concessions for University events, and supply and service stores and to sell food, confectionery, and beverages and all kinds of merchandise and services necessary to carry out the purposes of the corporation.

Section 3. *Powers*

The Corporation shall have such powers as are now or may hereafter be granted by the laws governing auxiliary organizations of the California State University and by the Nonprofit Corporation Law of the State of California, except as limited by the provisions of its Articles of Incorporation or these Bylaws. Without limiting the generality of the foregoing, the Board of Directors shall have the following powers, namely:

- (a) To appoint and remove officers, agents, employees, and members of special committees; to fix the duties and compensation of the persons so appointed; and to require such security for the faithful performance of their duties as may be deemed advisable;
- (b) To oversee the business of the Foundation in accordance with, and to make such rules and regulations for the Foundation as are not inconsistent with, its Articles of Incorporation, these Bylaws, and the laws of the State of California including, specifically, the Corporation Code, the Education Code, and the Code of Regulations, Title 5;
- (c) To incur such indebtedness as may be deemed by it necessary for the conduct of the business of the Foundation; and
- (d) To oversee all officers, agents, and employees of the Foundation, and to see that their respective duties are properly performed and duly compensated.

ARTICLE III: MEMBERSHIP

In accordance with Section 5310 of the California Nonprofit Public Benefit Corporation Law, the corporation shall have no members within the meaning of Section 5056 of that law. All action which would otherwise require approval by a majority of all members or approval by members shall require only approval of the Board of Directors. All rights, which would otherwise vest in members, shall vest in the directors.

ARTICLE IV: BOARD OF DIRECTORS

Section 1. *Number and Composition*

- (A) Membership - The management of the affairs, property, and business of the Foundation shall be vested in a Board of Directors (hereinafter, "the Board") consisting of at least seven (7) but no more than eleven (11) directors unless changed by amendment to these Bylaws. The Board shall consist of individuals holding the following titles either permanently or provisionally:
- (1) Ex-officio:
 - President of California State University, East Bay or his/her designee;
 - Vice President for Administration and Finance and Chief Financial Officer;
 - Provost and Vice President of Academic Affairs.
 - (2) Other directors - at least one individual from each of the following categories:
 - Faculty;
 - Administration and staff (one representative from either area);
 - Students;
 - Non-campus personnel.
- (B) Appointments/Nominations to the board of directors shall be conducted as follows:
- (1) Faculty board members shall be appointed in accordance with procedures used by the Academic Senate;
 - (2) Associated Students Incorporated shall provide two candidates, who are regularly enrolled for eight (8) or more units each quarter for undergraduate students and four (4) or more units each quarter for graduate students, for each student vacancy for the University President's review and appointment;
 - (3) Administration and staff and non-campus personnel shall be appointed by the University President.
- (C) Approval by President - Notwithstanding anything to the contrary contained in these Bylaws, all candidates to be nominated as elected directors on the board shall be

approved by the University President. Similarly, all actions to remove any director shall be approved by the President.

Section 2. *Term of Office*

- (A) The term for the Board of Directors, except for ex-officio directors and the director who is a member of the student body, shall be for two (2) years, and a director shall serve no more than two consecutive terms absent a majority vote of the directors to extend a director's term for exemplary service to the Foundation.
- (B) The term for ex-officio directors shall extend through their term in office at the University.
- (C) The term for the director who is a member of the student body shall be for one year.
- (D) The terms of directors shall run from July 1 of the year of the appointment and end on June 30 of the following second year. The director who is a member of the student body shall serve from July 1 through June 30 of the following year.

Section 3. *Vacancies*

Vacancies on the Board of Directors occurring other than by expiration of a term shall be filled by appointment by the University President upon recommendation by the Academic Senate for faculty board positions and Associated Students Incorporated for student board positions.

Section 4. *Resignation or Removal*

Any member of the Board of Directors may resign at any time by giving written notice to the Chair of the Board and, unless otherwise specified therein, the acceptance of such notice shall not be necessary to make it effective. The resignation shall be effective when notice is given unless the notice specifies a later time for the resignation to become effective.

Subject to approval by the President pursuant to section 1(C) of Article IV, the Board of Directors may without cause, by vote of a majority of the directors then in office, remove from office any member of the Board except the University President or his/her designee, the Provost and Vice President for Academic Affairs, and the Chief Financial Officer and Vice President for Administration and Finance of the University.

Section 5. *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 Foundation for a purpose

reasonably stated and related to such person's interest as a director, provided that a director shall not have the right to inspect those books, records or documents made privileged or confidential by law. This inspection must be made by the director in person, provided that the director may be accompanied by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents, subject to payment of a reasonable charge. The use by a director of any information, not a matter of public record, received by such director by reason of being a director, for personal pecuniary gain, shall be unlawful as stated in section 89909 of the California Education Code.

Section 6. *Standard of Conduct*

- (A) A director shall perform his/her duties as director, including duties as a member of any committee of the Board of Directors, in good faith, in a manner such director believes to be in the best interests of the Foundation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.
- (B) No member of the Board of Directors shall be financially interested in any contract or other transaction entered into by the Board of Directors that is not in accordance with the conflict of interest provisions set forth in Education Code Sections 89906-89909.
- (C) A director shall abstain from voting in any matter in which the director has a personal or financial interest as provided herein or in the California Education Code and shall excuse himself/herself from board discussions involving such matters.

Section 7. *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 the reimbursement of actual and necessary expenses incurred by individual directors performing duties as directors.

ARTICLE V: OFFICERS

Section 1. *Officers*

The officers of the Foundation shall be a Chair, Vice Chair, Secretary-Treasurer and such other officers as the Board shall time to time deem necessary to elect. All other officers are elected by the Board of Directors from its membership. Officers shall:

- (a) be elected at the annual meeting of the Board of Directors;
- (b) assume the duties of their respective offices on the first day of the fiscal year following their election, or on such other date thereafter as may be designated by

resolution of the Board of Directors adopted at the time of the election; and

- (c) hold office for a term of one (1) year or until their respective successors are elected and qualified.

Section 2. *Chair*

The Chair of the Board shall be the University President or his/her designee. The Chair shall preside at all meetings of the Board, and shall call and preside at Executive Committee meetings. The Chair shall have the general powers and duties usually vested in the Chair of the Board of a nonprofit public benefit corporation and shall have such other powers and duties as may be prescribed by the Board or any amendment of these Bylaws. In such case of a vacancy in the office of Chair, the Vice Chair shall succeed to such office for the unexpired term.

Section 3. *Vice Chair*

The Vice Chair shall be elected by the Board of Directors. The Vice Chair of the Board shall, in the absence or disability of the Chair, perform all the duties of the Chair and when so acting, shall have all of the powers and be subject to all the restrictions upon the Chair. The Vice Chair shall have such other powers and perform such other duties as may be assigned by the Board or be prescribed in the Bylaws.

Section 4. *Secretary-Treasurer*

The Secretary-Treasurer of the Board shall be the Vice President of Administration and Finance and Chief Financial Officer for the University. The Secretary-Treasurer shall:

- (a) Record, or cause to be recorded, all votes and the minutes of all proceedings of the Board of Directors and Executive Committee and certify such minutes or Board actions as true copies when required;
- (b) Assure that all books, papers, documents, and records of the Foundation are housed permanently at the principal office of the Foundation;
- (c) Give, or cause to be given, notice of all meetings of the Board;
- (d) Administer and report the financial activities of the Foundation in accordance with prudent business practices and generally accepted accounting principles;
- (e) Keep and maintain, or cause to be kept and maintained, adequate and correct accounts of properties and business transactions of the Foundation, including account of its assets, liabilities, receipts, disbursements, gains, and losses;

- (f) Ensure proper investment of the Foundation's assets in accordance with policies established by the Board of Directors;
- (g) Ensure proper preparation and submission of such reports and accounts as may be required by the University President or the California State University Chancellor's Office;
- (h) Maintain the books of account and have them available for inspection by any Director at all reasonable times;
- (i) Deposit monies and other valuables in the name, and to the credit, of the Foundation with such depositories as may be designated by the Board;
- (j) Ensure financial commitments and expenditures by the Foundation are in accordance with pertinent University policies and guidelines or explicit, written Foundation policies, and with detailed budgets approved by the Board;
- (k) Perform such other duties as may be prescribed by the Chair, the Vice Chair, and the Board of Directors of the Foundation.

Section 5. *Vacancies*

If the office becomes vacant for any reason, the Board of Directors shall fill such vacancy by majority vote, subject to approval of the University President.

Section 6. *Resignation or Removal*

Any officer elected or appointed by the Board of Directors may resign at any time upon written notice to the Board of Directors without prejudice to other rights, if any, of the officer under any contract with the Foundation to which the officer is a party. Subject to the approval of the University President, any officer elected or appointed by the Board of Directors may, by vote of the majority, be removed by the Board whenever in its judgment the interest of the Foundation would be thereby best served. Any such removal shall be without prejudice to any other rights, which said officer might have.

ARTICLE VI: MEETINGS

Section 1. *Annual Meeting*

The last regular meeting of each fiscal year is designated as the annual meeting. Such meeting shall be for the purpose of the election or reelection of directors whose terms of office have expired, electing or reelecting 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 next fiscal year.

Section 2. *Regular Meetings*

- (A) 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 by the Board. Regular meetings shall be held at least three times a year upon notice in accordance with Section 5 of Article VI.
- (B) An agenda listing the matters to be considered at each meeting shall be included in the notice for the meeting.
- (C) The Board or committee shall not take action at any regular meeting on any issue until that issue has been posted publicly on a bulletin board in the Foundation's business offices or other appropriate location at least one week prior to the action, as required by California Education Code Section 89924.

Section 3. *Special Meetings*

Notwithstanding anything in this Section to the contrary, the Chair may call a special meeting of the Board or Committee by delivering, personally or by mail, written notice to each member of the Board or Committee, and to any medium or other party to be directly affected by a meeting, or any other person who has requested notice in writing. The call and notice of a special meeting shall be delivered at least 24 hours prior to any meeting and shall specify the time and place of the special meeting and the business to be transacted. No other business shall be considered at these meetings by the governing board or committees.

Section 4. *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 session under Section 89923 of the California Education Code. Such matters may relate to litigation, collective bargaining, or the appointment, employment, evaluation of performance, or dismissal of any employee, or to hear complaints of charges brought against an employee by another person or employee, unless the employee requests a public hearing. For the purposes of this section, "employee" does not include any person elected or appointed to an office. The Board, upon a favorable majority vote of its members, may also hold a closed session to discuss investments where a public discussion could have a negative impact on the auxiliary organization's financial situation. In this case, final decision shall only be made during public sessions.

Section 5. *Notice*

- (A) Notice of the date, time and place of any meeting of the Board of Directors other than special meetings shall be given at least seven (7) days previous thereto delivered personally or sent by mail or facsimile or electronically to each director at his or her address, facsimile number, or email address as shown in the records of the corporation. If mailed, such notice shall be deemed to be delivered the next day during which regular mail deliveries are made after the day such notice is deposited in the United States Postal Service in a sealed envelope so addressed, with postage thereon prepaid. If notice were given by facsimile or email, such notice shall be deemed delivered when the facsimile or email is transmitted.
- (B) The business to be transacted at any regular meeting of the Board shall be specified in the notice of such meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Each member of the Board of Directors shall, in writing, file with the Secretary-Treasurer of the Foundation an address to which all notices shall be directed, and the same shall be valid for all notices required by these bylaws until such time as said member shall, in writing, give notice of a new address which shall then become the address to which all notices shall be directed.
- (C) Notice of a meeting of the Board also shall be given to any persons entitled thereto pursuant to Section 89921 of the California Education Code.
- (D) Whenever any notice is required to be given, a waiver in writing signed by the persons entitled to such notice, whether dated before or after the time stated herein, to the extent permitted by law, shall be deemed equivalent to the giving of such notice.

Section 6. *Quorum*

A simple majority of the number of directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 7 of Article VI. Every act or decision made by a vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board 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.

Each member of the Board of Directors shall have one (1) vote except as specified in these Bylaws. There shall be no proxy voting permitted for the transaction of any of the business of the Foundation.

Section 7. *Adjourned Meetings*

A quorum of directors or, in the absence of a quorum, a majority of the directors present at any Board of Directors' meeting may adjourn the meeting to meet again at a stated date, time and place. Notice of the date, time, place and business to be transacted at such meeting shall be given to any directors who were not present at the time of adjournment.

Section 8. *Meetings by Electronic Transmission or Electronic Video Screen Communication*

Any meeting may be held, in whole or in part, by electronic transmission by and to the Board of Directors or by electronic video screen communication (e.g., web camera or video phone) as long as all directors have an opportunity to participate in the meeting and to vote on matters submitted, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings. All such directors shall be deemed to be present in person at such a meeting. If any director votes or takes other action at the meeting by means of electronic transmission or electronic video screen communication, then a record of that vote or action shall be maintained.

Section 9. *Meeting Rules*

The meeting of this corporation shall be conducted according to the parliamentary rules of procedure specified in Robert's Rules of Order, latest edition. The Vice Chair shall act as Parliamentarian unless he/she is assuming the Board Chairmanship in the absence of the Chair, in which case he/she shall designate a Board Member as "Temporary Parliamentarian."

ARTICLE VII: COMMITTEES

Section 1. *Authority*

In consultation with the University President, the Board Chair with the approval of the Board of Directors, shall appoint the chairs and members of the committees specified in this Article VII and may appoint the chairs and members of one or more additional ad hoc committees, each consisting of three (3) or more voting directors, and delegate to such committees any of the authority of the Board except as follows: filling vacancies in the Board of Directors; fixing compensation of any director for serving as an officer or on any committee, or otherwise providing services to the Foundation; amendment or repeal of any bylaw or the adoption of any new bylaw; amendment or repeal of any resolution of the Board of Directors which by its express terms is not so amendable or repealable; or approval of a potential conflict-of-interest transaction, such as described under Article IV, Section 6(B) of these Bylaws.

Section 2. *Executive Committee*

- (A) The Executive Committee shall have the authority to act in all matters in which the full Board has authority to act, except as provided in Section 1 of this Article VII.
- (B) The Executive Committee shall be composed of the Chair, Vice Chair, Secretary-Treasurer, and the Audit Committee Chair.
- (C) Any action taken by the Executive Committee, in order to be valid, shall be taken at a meeting duly called pursuant to Article V hereof.

Section 3. *Audit Committee*

- (A) The Audit Committee will consist of one Board member (who cannot serve as Chair), one member from the University's Accounting and Fiscal Services office (shall serve as Chair), one member from the Associated Students Inc. Board, and one member of the community. The Board Chair shall appoint the members of the committee.
- (B) The Audit Committee shall recommend to the Board the retention and termination of the Foundation's independent auditor; negotiate the independent auditor's compensation and the proposed terms of its engagement; serve as a channel of communication between the independent auditor and the Board; review and determine whether to accept the audit; receive and review the independent auditor's annual management letter; confer with the independent auditor to satisfy the committee members that the financial affairs of the Foundation are in order; approve in writing performance of any non-audit services to be provided by the auditing firm; review the Foundation's annual financial statements; consider, in consultation with the independent auditor and the internal auditor, the adequacy of the Foundation's internal financial controls; consider major changes regarding the appropriate auditing and accounting principles and practices to be followed when preparing the Foundation's financial statements; review the procedures employed by the Foundation in preparing published financial statements and related management summaries; report at least annually to the Executive Committee and/or the Board of Directors regarding the Foundation's major financial risk exposures.
- (C) The Audit Committee shall meet at least twice annually, and the Chair of the Audit Committee shall report to the Board on the completion of the audit of the Foundation.

Section 4. *Meetings and Actions of Committee*

Meetings and action of committees shall be governed by, and held and taken in accordance with, the provisions of Article VI of these Bylaws concerning meeting of Directors, with such changes in context of those Bylaws as are necessary to substitute the committee and its

members for the Board of Directors and its members except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. All actions taken by a committee shall be presented to the Board of Directors at the next meeting of the Board of Directors.

ARTICLE VIII: GENERAL PROVISIONS

Section 1. *Fiscal Management*

The Foundation shall adhere to those financial standards and practices that will assure its fiscal viability. The Board of Directors shall provide for professional management of the Foundation and shall set aside out of funds of the Foundation such sums as the Board of Directors deem proper as adequate reserves for (a) working capital, (b) current operations, (c) contingencies, (d) new business requirements, and (e) such other purposes as the Board shall deem conducive to the best interests of the Foundation; and the Board of Directors may modify or abolish any such reserves.

Not less than seven (7) days prior to the annual meeting of the Foundation the Secretary-Treasurer shall prepare and distribute to all directors a proposed budget for the Foundation for the coming fiscal year. The Board of Directors shall adopt the budget, with such revisions as the directors determine to be necessary, prior to the commencement of the next fiscal year.

Section 2. *Annual Statement*

The Chair shall present annually to the Board of Directors a full and clear statement of the business and condition of the Foundation, prepared in accordance with generally accepted principles of accounting and certified by independent public accountants reporting to the Board of Directors of the Foundation.

Section 3. *Contract Instruments*

All contracts and similar instruments entered into by the Foundation, or with respect to any proposals therefore, shall be signed in the name of the Foundation, and may be signed by any officers, or such officers or such other person or persons as the Board of Directors may designate.

Section 4. *Checks and Obligations*

All checks or demands for money or notes or other instruments evidencing indebtedness or obligations of the Foundation shall be signed by such officer or officers or such other person or persons as the Board of Directors may designate.

Section 5. *Fidelity Bonds*

The Board of Directors may, by resolution, require any and all of the officers to give bonds to the Foundation, with sufficient surety or sureties, conditioned for the faithful performance of the duties of their respective offices, and to comply with such other conditions as may be required by the Board of Directors.

Section 6. *Loans*

The Board of Directors shall not make any loan of money or property to or guarantee the obligation of any director or officer, unless approved by the Attorney General of the State of California. This provision does not apply to a loan of money to or for the benefit of an officer in circumstances where the loan is necessary, in the judgment of the Board of Directors, to provide financing for the purchase of the principal residence of the officer in order to secure the services or continued services of the officer and the loan is secured by the real property purchased with the loan. Any such loan shall be approved pursuant to the then-current requirements of the California Corporations Code for transactions with interested persons and shall be reported annually pursuant to California and federal law.

Section 7. *Investments*

The Board of Directors shall not make any investments with any director or officer during his/her years of service and within five years from the time his/her service ends.

Section 8. *Borrowing*

No loan shall be contracted on behalf of the Foundation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors and in accordance with the policy of the Board of Trustees of the California State University.

Section 9. *Grants*

The Board of Directors may, at its discretion, accept on behalf of the Foundation any grant for the general purposes or for any specific purpose of the Foundation. Acceptance authority may be delegated in writing to designated officers.

Section 10. *Investment Gains*

This corporation does not contemplate the distribution of gains, profits or dividends to the members thereof.

Section 11. *Fiscal Year*

The fiscal year of the Foundation shall begin on the first day of July of each year and shall

end on the last day of June of the next succeeding year.

Section 12. *Indemnification of Directors, Officers, Employees and Other Agents*

- (A) **Right of Indemnity:** To the fullest extent permitted by law, the Foundation 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 Foundation, by reason of the fact that the person is or was a person described in that section. Expenses, as used in this bylaw, shall have the same meaning as in Section 5238(a) of the California Corporations Code.
- (B) **Approval of Indemnity:** On written request to the Board of Directors by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the directors 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 directors shall authorize indemnification.
- (C) **Advancement of Expenses:** To the fullest extent permitted by law and except as otherwise determined by the Board of Directors 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 Foundation before final disposition of the proceeding, on receipt by the Foundation 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 Foundation for those expenses.
- (D) **Insurance:** The Foundation shall have the right 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 IX: AUXILIARY ORGANIZATION

This Corporation is an auxiliary organization in support of California State University, East Bay as defined in Section 89901(d) of the California Education Code. In addition to the restrictions in the Articles of Incorporation of this Corporation, it shall not engage in any activity except those activities permitted by the Operating Agreement between this Corporation and the Trustees of the California State University.

ARTICLE X: AMENDMENTS

These bylaws may be repealed or amended or new Bylaws adopted at a meeting of the Board of Directors by the affirmative vote of a simple majority of those present at a meeting at which the quorum shall be present, provided the notice of all proposed amendments, repeals or substitution of new bylaws shall have been given to each member in the manner prescribed for the holding of regular or special meetings, subject to the approval of the President of California State University, East Bay. The Board shall, directly or by Committee, regularly review these Bylaws for currency and effectiveness.

SECRETARY'S CERTIFICATE

This is to certify that the foregoing amended bylaws of the California State University, East Bay Foundation, Inc. were duly approved by the Board of Directors on March 7, 2014.

In witness whereof, the undersigned duly elected and acting Secretary-Treasurer of said corporation, Bradley Wells, has signed this Certificate this 7 day of March, 2014



Bradley Wells, Secretary-Treasurer
California State University, East Bay Foundation, Inc.