

BYLAWS
OF
FRESNO STATE PROGRAMS FOR CHILDREN, INC.

ARTICLE I

Purposes

The corporation shall have such purposes as are now or may hereafter be set forth in its Articles of Incorporation.

ARTICLE II

Powers

The corporation shall have such powers as are now or may hereafter be granted by 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.

ARTICLE III

Status, Offices

The name of this corporation is Fresno State Programs for Children, Inc. The corporation is an auxiliary organization of the California State University, subject to the provisions of California Education Code, Section 89000 et seq., and California Code of Regulations, Title 5, Section 42500 et seq.

The corporation shall have and continuously maintain in the County of Fresno, State of California, a principle office for the transaction of the corporation's business, and may have such other offices within the State of California as the Board of Directors may from time to time determine.

ARTICLE IV

Members

Section 1. No Regular Members. 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 actions 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 Directors.

Section 2. Persons Associated With the Corporation. By resolution, the Board of Directors may create any advisory committees, boards, councils, honorary memberships or other bodies as it deems appropriate. The Board of Directors may not, however, delegate the authority of the Board to any such entities or persons. The Board of Directors may also, by resolution, confer upon any such class or classes of such persons some or all of the rights of a member under the California Nonprofit Corporation Law other than the right to vote

- (a) for the election of a Director or Directors or an Officer or Officers; or
- (b) on a disposition of all or substantially all of the assets of the corporation; or
- (c) on a merger; or
- (d) on a dissolution; or
- (e) on changes to the corporation's Articles of Incorporation or Bylaws;

all such voting rights being vested exclusively in the Board of Directors.

ARTICLE V

Board of Directors

Section 1. Definition of Terms. For the purpose of these Bylaws, "Board of Directors" or "Board" refers to the Board of Directors of the corporation, unless otherwise specifically indicated. "Trustees" refers to the California State University, Board of Trustees.

Section 2. General Powers. All the business and affairs of the corporation shall be managed and controlled by the Board of Directors.

Section 3. Number. The authorized number of Directors shall be nine (9) until changed by an amendment of this Section of Article V.

Section 4. Selection and Tenure. All of the initial Directors of the corporation shall be nominated by the President of California State University, Fresno, and selected by the Incorporator, and shall serve initial one (1), two (2), or three (3) year terms on the corporation's Board of Directors as determined by the Incorporator, and may thereafter have their terms extended to a full three (3) year term as determined by the Board of

Directors. All subsequent Directors shall be selected by the Board of Directors from the nominees provided for hereunder, and, except for the Student Directors, shall serve three (3) year terms. Student Directors shall serve a one (1) year term. Directors may serve any number of terms, consecutively or non –consecutively.

Section 5. Composition of Board of Directors. At least two (2) members of the Board of Directors shall be full-time students nominated by Associated Students, Inc., of the California State University, Fresno. The balance of members of the Board of Directors shall be nominated by the President of California State University, Fresno and shall be drawn from each of the following campus areas: one (1) member from the Office of the President or the Office of Academic Affairs; one (1) member from the Office of the Dean of Student Affairs; one (1) member from the California State University, Fresno Association, Inc.; one (1) member from the Office of the Dean of the Jordan College of Agricultural Sciences and Technology; one (1) member from the Office of the Dean of the Kremen School of Education and Human Development; and two (2) members from the California State University, Fresno campus community.

Section 6. Voting. Each member of the Board of Directors shall have one (1) vote. There shall be no proxy voting permitted for the transaction of any of the business of this corporation.

Section 7. Resignation and Removal. Any director may resign from the Board at any time by giving written notice to the Chair or the Secretary of the corporation and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Directors may be removed from office by majority vote of the Board of Directors. A Director may be removed from office if he or she fails to attend three (3) consecutive meetings of the Board of Directors without being excused therefrom.

Section 8. Vacancies. Any vacancy occurring on the Board of Directors of the corporation shall be filled by the Board of Directors.

Section 9. Compensation of Directors. No Director shall receive any salary or other similar compensation for any services as a Director; however, the Board of Directors may authorize in advance the reimbursement of actual and necessary expenses incurred by individual Directors performing duties as Directors. Nothing in this Section shall be construed as precluding payment of salaries, wages and benefits to Directors who are also employees of the corporation.

Section 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 persons' interest as a Director, provided that such Director shall not have the right to inspect those books, records or documents made privileged or confidential by law. Any demand for inspection other than at a Directors' meeting shall be made in writing to the Chair, Secretary, or the Executive Director of this corporation. 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 to inspection includes the right to copy and make extracts of documents. Nothing in this section shall affect the right of the Board of Directors to conduct the business of the corporation as set forth in these Bylaws.

ARTICLE VI

Indemnification of Directors, Officers, and Other Agents

Section 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 this Bylaw shall have the same meaning as in Section 5238 (a) of the California Corporations Code.

Section 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 (c) has been met and, if so, the Board shall authorize indemnification.

Section 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.

Section 4. Insurance. The corporation 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 VII

Meeting of the Board of Directors

Section 1. Place of Meetings. All meetings of the Board of Directors shall be held at the principal office of the corporation or at such other place as may be designated for that purpose from time to time by the Board.

Section 2. Annual Meeting. An annual meeting of the Board of Directors shall be held in September of each year at the principal office of the corporation or at such other time and place as the Board of Directors may from time to time designate. Such meetings shall be for the purpose of electing Officers of the corporation and for the transaction of such other business as may come before the meeting.

Section 3. Regular Meetings. Regular meetings of the Board of Directors shall be held at least quarterly upon notice in accordance with Section 5 of this Article VII.

Section 4. Special Meetings. Special meetings of Directors may be called by, or at the direction of, the Chair or by one-third of the voting Directors then in office, to be held on such date and at such time and place as shall be designated in the notice of the meeting.

Section 5. Notice of Meeting. Written notice of the date, time and place of any regular meeting of the Board of Directors or any subboard thereof shall be given at least seven (7) days prior thereto. Written notice of the date, time and place of any special meeting of the Board of Directors or any subboard thereof shall be given at least twenty-four (24) hours prior thereto, and shall specify the business to be transacted thereat. All meeting notices shall be personally delivered or sent via regular or electronic mail to each member of the Board of Directors or subboard thereof at his or her postal or email address as shown on the records of the corporation. Notice shall be deemed given as follows: (i) upon delivery if personally delivered, (ii) upon deposit in the U.S. mail, postage prepaid, if sent via regular mail, or (iii) upon sending of the electronic mail. The attendance of a director or subboard member at any meeting shall constitute a waiver of notice of such meeting, except where the director or subboard member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 6. Quorum and Manner of Acting. A majority of the number of Directors in office or five (5) Directors, whichever is greater, shall constitute a quorum of the Board of Directors for the transaction of business, except to adjourn as provided in Section 7 of this Article VII. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of a Director or Directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 7. Adjourned Meetings. A quorum of the Directors may adjourn any Directors' meeting to meet again at a stated day and hour; provided, however, that in the

absence of a quorum, a majority of the Directors present at any Directors' meeting, either regular or special, may adjourn from time to time until the time fixed by the next regular meeting of the Board of Directors. No notice of the time or place or purpose of holding an adjourned meeting need be given to any absent Director if the time and place is fixed at the meeting adjourned.

Section 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 Chair shall preside at meetings of the Board of Directors. 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.

Section 9. Open Meeting. The Board of Directors and any subboard thereof shall conduct its business in public meetings. All such meetings shall be open and public, and all persons shall be permitted to attend any meeting of the governing Board or subboard of an auxiliary except as otherwise provided under Article 2 (commencing with Section 89920) of Chapter 7, Part 55, of the California Education Code.

ARTICLE VIII

Officers

Section 1. Officers. The Officers of the corporation shall be a Chair, a Vice-Chair, a Secretary, and a Treasurer. The corporation, at the discretion of the Board of Directors, may have additional Officers. All Officers shall be selected from among the Directors in the manner set forth in this Article VIII, Section 2. One person may hold two or more offices, except that one person may not hold currently the offices of: Chair; and Secretary or Treasurer.

Section 2. Selection and Election. At all times, the member of the Board of Directors serving as the designee from the Office of the President/Office of Academic Affairs shall serve as Chair. The balance of Officer positions shall be filled for among the remaining members of the Board of Directors.

Section 3. Removal and Resignation. Any Officer elected by the Board of Directors may be removed from office by the Board of Directors at any meeting at which a quorum is present whenever, in their judgment, the best interests of the corporation would be served thereby. Any elected Officer may resign from office at any time by giving written notice to the Chair and Secretary of the corporation and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the corporation under any contract to which the Officer is a party.

The initial Officers of the corporation shall be appointed by the Incorporator, with subsequent Officers elected annually by the Board of Directors at its annual meeting. If

the election of the officers shall not be held at such meeting, such election shall be held as soon as thereafter as may conveniently be scheduled.

Section 4. Terms of Office and Vacancies. Except as provided in the case of Officers appointed under this Section 4 of Article VIII, each Officer shall hold office for a term of one (1) year from October 1 through September 30, or until his or her successor shall have been elected, unless he or she shall sooner resign, be removed, or become ineligible to continue to serve in such capacity. Elected Officers may serve as many successive one (1) year terms as the Board of Directors deems appropriate. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. Chair. The Chair shall be the Chairperson of and preside at all meetings of the Board of Directors and of the Executive Committee. The Chair shall be selected in the manner set forth above and the Chair shall be an ex-officio member of all committees which may be from time to time elected or appointed and shall serve as Chairperson of the Executive Committee. The Chair may sign, with the Secretary or any other proper Officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which have been authorized to be executed on behalf of the corporation, except in cases where the signing thereof shall be expressly delegated by the Board of Directors, or by these Bylaws, or by statute to some other Officer or agent of the corporation; and, in general, he or she shall perform all duties incident to the functions of the Chair of the Board of a corporation and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice-Chair. In the absence of the Chair, the Vice-Chair shall perform all the duties of the Chair. The Vice-Chair shall have such other powers and perform such other duties as may be assigned to him or her by the Chair or by the Board of Directors.

Section 7. Secretary. The Secretary shall keep or cause to be kept a book of minutes at the principle office or at such other place as the Board of Directors may order of all meetings of the Directors and of the Executive Committee, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, and the names of those present at the Directors meetings. The Secretary shall give or cause to be given notice of all the meetings of the Board of Directors required by these Bylaws or by law to be given.

Section 8. Treasurer. The Treasurer shall keep, maintain, or supervise, or cause the keeping, maintenance, or supervision of, the deposit of all assets, liabilities, receipts, disbursements, gains, losses, and other funds of this corporation in such bank or banks as may be designated by the Board of Directors. The Treasurer shall, upon proper request, issue an accounting of all implicated transactions, including any related report as to the financial condition of the corporation. The Treasurer shall discharge such other duties as pertain to the office or as may be prescribed from time to time by the Board of Directors or these Bylaws.

ARTICLE IX

Executive Committee

Section 1. Purpose. Except as limited by California law or these Bylaws, the Executive Committee shall exercise the powers of the Board of Directors in the management of the business and affairs of the corporation when the Board of Directors is not in session.

Section 2. Members. The Executive Committee shall consist of the following: one (1) member of the Board of Directors who is concurrently serving as the corporation's Executive Director; (1) member who is the designee to the Board from the Jordan College of Agricultural Sciences and Technology; one (1) member who is the designee to the Board from the Kremen School of Education and Human Development; and one (1) member who is the designee to the Board from the California State University, Fresno Association, Inc. Pursuant to Article VIII, Section 5 of these bylaws, the Chair of the Board shall serve as Chair of the Executive Committee and shall preside at meetings of the Executive Committee.

Section 3. Meetings. Meetings of the Executive Committee may be called by any member of the Executive Committee. All meetings of the Executive Committee shall be conducted in accordance with the provisions of Article 2 (commencing with Section 89920) of Chapter 7 of Part 55 of the Education Code. Notice of regular and special meetings shall be provided in conformity with the provisions of Chapter 7 of Part 55 of the Education Code.

Section 4. Report. The Chair of the Executive Committee shall provide to the Board a report of business transacted by the Executive Committee occurring between any Board of Directors meetings.

ARTICLE X

Committees

Section 1. Committees. The Board may appoint one or more committees, each consisting of two (2) or more voting Directors, and delegate to such committees any of the authority of the Board except with respect to

- (a) the filling of vacancies on the Board or on any committee;
- (b) the fixing of compensation of the Directors for serving on the Board or on any committee, should Article V, Section 9, be amended to allow such compensation;
- (c) the amendment or repeal of Bylaws or the adoption of any new Bylaws;

- (d) the amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (e) the appointment of other committees of the Board of the members thereof;
or
- (f) the approval of any self-dealing transaction, as such transactions are defined in Section 5233 (a) of the California Nonprofit Public Benefit Corporations Law.

Any such committee must be created, and the members thereof appointed, by resolution adopted by a majority of the Directors then in office, provided a quorum is present. Any such Committee may be designated an Executive Committee or by such other name as the Board shall specify. The Board may appoint, in the same matter, alternate members at any meeting of the committee. The Board shall have the power to prescribe in the matter in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Minutes shall be kept of each meetings of each committee.

Section 2. Committee Procedures. The Board of Directors may prescribe appropriate rules, not inconsistent with the Bylaws, by which proceedings of any committee shall be conducted.

Section 3. Programs for Children Advisory Committee. The Board of Directors shall, to the extent required by University policy, create, appoint and empower an advisory committee to be known as the Programs for Children Advisory Committee, which Committee shall variously

- (a) advise the Board of Directors in the areas of child care center programs, operations, management, administration, admissions, fees, personnel, grants/contracts, and finances; and
- (b) liaison with any subsisting Parent Advisory Committee.

In addition to the requirements of Section 1 of this Article X, the Programs for Children Advisory Committee shall be composed of at least the following individuals: the Director(s) of the child care sites or his/her designee(s) and a representative from the Parent Advisory Committee. In addition to the requirements of Section 2 of this Article X, the Programs for Children Advisory Committee shall meet at least bi-monthly during the academic school year, and shall make appropriate reports/recommendations to the Board of Directors at each regularly scheduled Board of Directors meeting.

ARTICLE XI

Contracts, Loans, Checks, Deposits, and Gifts

Section 1. Contracts. The Board of Directors may authorize any Officer or agent of the corporation, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. The Board of Directors shall not make any loan of money or property to, or guaranty the obligation of, any Director or Officer, unless approved by the California Attorney General.

Section 3. Borrowing. 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.

Section 4. Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, and all notes or other evidence of indebtedness issued in the name of the corporation shall be signed by such Officer or Officers, agent or agents of the corporation and in such manner as, from time to time, shall be determined by resolution of the Board of Directors.

Section 5. 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.

Section 6. Gifts. The Board of Directors may at their discretion accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any specific purpose of the corporation.

ARTICLE XII

Miscellaneous

Section 1. Fiscal Year. The fiscal year of the corporation shall begin on the first day of July and shall end on the last day of June in each year unless otherwise determined by resolution of the Board of Directors.

Section 2. Rules. The Board of Directors may adopt, amend, or repeal rules not inconsistent with these Bylaws for the management of internal affairs of the corporation and the governance of its Officers, agents, committees, and employees.

Section 3. Books and Records. The corporation shall keep correct and complete books and records of account and shall also keep records and minutes of the proceeds of the Board of Directors and committees. Copies of the minutes of the Board of Directors and of the committees shall be regularly distributed to each member of the Board of Directors. Notwithstanding anything else herein and to the extent allowable by law, all such books and records shall be kept either in written form or any other form capable of being converted into written form.

Section 4. 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".

Section 5. Waiver of Notice. Whenever any notices are required to be given under the provisions of the Nonprofit Public Benefit Corporation Law 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 stated herein, to the extent permitted by law, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII

Amendment to Bylaws

Subject to the approval of the President of California State University, Fresno, these Bylaws may be amended at any regular meeting of the Board of Directors by a majority vote of the total voting membership of the Board of Directors, provided that the amendment has been submitted in writing at the previous regular scheduled meeting or has been submitted in writing to the Directors at least thirty (30) days before such regular meeting.

Approved: March 5, 1997

Revised: May 11, 2010

Revised: September 26, 2012