

AMENDED AND RESTATED BYLAWS OF THE
CALIFORNIA STATE UNIVERSITY, STANISLAUS FOUNDATION

ARTICLE I

Name and Purpose

Section 1. Name. The name of this corporation is the California State University, Stanislaus Foundation, a California nonprofit public benefit corporation (the "Corporation").

Section 2. Purpose. 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 (the "Code"), except as limited by the provisions of its Articles of Incorporation or these Bylaws.

ARTICLE III

Offices

The Corporation shall have and continuously maintain in the County of Stanislaus, State of California, a principal office for the transaction of the Corporation's business.

ARTICLE IV

No Voting Members

In accordance with Section 5310 of the Code, the Corporation shall have no voting members within the meaning of Section 5056 of the Code. All voting rights are vested exclusively in the Board of Directors of the Corporation (the "Board" or the "Board of Directors").

ARTICLE V

Board of Directors

Section 1. General Powers. All the business activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 2. Duties and Responsibilities. The primary function of the Corporation, and thus the members of the Board of Directors, is resource development, administration and management. Therefore, each member of the Board of Directors has a fiduciary duty under the Code and the responsibility to help identify and cultivate prospective donors, assure solicitation of major donors to support campaigns and programs, promote the California State University, Stanislaus ("University") and its leaders by