

**RESOLUTION OF THE BOARD OF DIRECTORS  
ADOPTING REVISED BYLAWS**

**WHEREAS,** the California State University, Dominguez Hills Foundation (the "Foundation") is a recognized auxiliary organization of The California State University (the "University") incorporated as a 501(c)3 non-profit public benefit corporation in April 1968; and

**WHEREAS,** The California Education Code identifies a narrow band of entities that have status as "auxiliary organizations." These entities include: entities designated by the Trustees; student body organizations operating under Education Code Section 89300; entities operating commercial services on a campus or other CSU property; and those entities with articles and bylaws expressing a purpose to support or benefit the CSU or one of its campuses, and with governing body members selected by either a CSU or campus official from students, faculty or staff, the Trustees or CSU staff.

**WHEREAS,** as an auxiliary organization, the Foundation exists as a separate legal entity that operates pursuant to an Operating Agreement with the CSU Board of Trustees governed by Chapter 7, Part 55, Division 8, Title 3 (Sections 89900 et seq.) of the Education Code and Subchapter 6, Article 1, Part V (Sections 42400 et seq.) of Title 5 of the California Code of Regulations (CCR) and is governed by a Board of Directors that is responsible for the administration of the organization; and

**WHEREAS,** all activities and affairs of the corporation must be conducted and all corporate powers exercised by or under the direction of the governing board. The board may delegate management of corporate activities to any person, persons, or committee, however composed, as long as the board retains ultimate direction. This includes Amending or repealing Bylaws or any resolution with terms requiring board action to amend or repeal;

**WHEREAS,** the Foundation Board of Director wishes to amend the current bylaws;

**THEREFORE, IN CONSIDERATION OF THE FOREGOING, IT IS RESOLVED AS FOLLOWS:**

**RESOLVED,** that the Board of Directors of the Foundation recognizes the above recitals as true and correct and adopts them as findings of fact; and

**RESOLVED,** that the Board of Directors of the Foundation has reviewed the recommended bylaws and agrees with amendments set forth; and

**RESOLVED,** that this Corporation shall have no members other than the persons constituting the Board of Directors. The persons constituting the Board of Directors, shall for the purpose of any statutory provision or rule of law relating to nonprofit corporations or

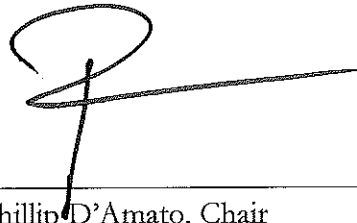
otherwise, be taken to be the members of this Corporation and shall exercise all the rights and powers of members thereof.

**RESOLVED**, that the Board of Directors of the Foundation, having evaluated education codes, policies and procedures; and

**RESOLVED**, that Except as otherwise provided in the Articles of Incorporation, the powers of this Corporation shall be vested in and exercised, its property controlled, and its affairs conducted by the Board of Directors.

**RESOLVED**, that the Board of Directors of the Foundation accepts recommendation of the Executive Committee on Organization and hereby adopts the amended bylaws as presented.

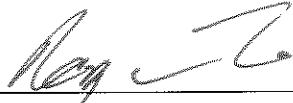
Adopted this 28<sup>th</sup> day of June, 2018.



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Phillip D'Amato, Chair  
Board of Directors  
CSUDH Foundation

Attest:



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Roger von Ting, Vice Chair  
Board of Directors  
CSUDH Foundation