

BYLAWS
OF THE
CALIFORNIA STATE UNIVERSITY INSTITUTE

ARTICLE I
Purposes

The California State University Institute ("Institute" or "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 the laws governing auxiliary organizations of the California State University (CSU) 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
Offices

The Corporation shall have and continuously maintain in the County of Los Angeles, State of California, a principal 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
Membership

The 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. 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 indicated. "Board of Trustees" refers to the Board of Trustees of the California State University.

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 voting Directors shall not be less than three (3) nor more than seven (7), the exact number to be specified from time to time by action of the Board of Directors.

Section 4. Selection, Tenure, and Term. All of the voting Directors of the Corporation shall be appointed by the Chancellor of the California State University and shall serve one (1), two (2), or three (3) year terms, as determined by the Chancellor.

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. Resignation and Removal. Any Director may resign from the Board at any time by giving written notice to the Chairperson 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, except those serving ex-officio, may be removed from office by majority vote of the Board of Directors, subject to the approval of the Chancellor.

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.

Section 8. 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 person's 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. 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. 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.

Section 9. Conflict of Interest. 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. The following relationships are specifically deemed not permissible:

- (a) Any contract, other than an employment contract, directly between the Institute and an Institute Director.
- (b) Any contracts between the Institute and a partnership or unincorporated association in

which an Institute Director is a partner, or owner, or holder, directly or indirectly, of a proprietorship interest.

- (c) Any contract between the Institute and a for-profit corporation in which an Institute Director is the owner or holder, directly or indirectly, of five (5) percent or more of the outstanding common stock.

ARTICLE VI

Meetings of the Board of Directors

Section 1. Place of Meetings. Meetings of the Board of Directors shall be held at any place within the State of California which has been designated from time to time by the Board of Directors. In the absence of such designation, meetings shall be held at the principal office of the corporation.

Section 2. Annual Meeting. An annual meeting of the Board of Directors shall be held each year.

Section 3. Regular Meetings. Regular meetings of the Board of Directors shall be held at least two (2) times a year including the annual meeting of the Board of Directors upon notice in accordance with Section 5 of this Article VI.

Section 4. Special Meetings. Special meetings of Directors may be called by, or at the direction of, the Chairperson or by a majority of the voting Directors then in office, to be held at such time and place as shall be designated in the notice of meeting. The call and notice of a special meeting shall be delivered at least twenty four (24) hours prior to any meeting and shall specify the time and place of the meeting and the business to be transacted.

Section 5. Notice of Meeting.

- (a) Notice of the time and place of any meeting of the Board of Directors other than annual or special meetings shall be given to each Director at least seven (7) days in advance, and delivered in a manner that assures timely receipt.
- (b) 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.

Section 6. 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 Article 2 (commencing with Section 89920) of Chapter 7 of Part 55 of the Education Code.

Section 7. Quorum and Manner of Acting. A majority of the number of Directors in office shall constitute a quorum of the Board of Directors for the transaction of business, except to adjourn

as provided in Section 8 of this Article VI. Every act or decision done or made by a majority of the Directors present at a meeting at which a quorum is present shall be regarded as 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.

Section 8. Adjourned Meetings. A quorum of the Directors may, or if there is no quorum, a majority of the Directors present shall, adjourn any Directors' meeting to meet again on a specified date, time and place. Notice of the date, time, place and the business to be transacted at such meeting shall be given to any Directors who were not present at the time of the adjournment.

Section 9. Minutes of Meetings and Conduct. Regular minutes of the proceedings of the Board of Directors shall be kept in a repository provided for that purpose. 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.

ARTICLE VII Officers

Section 1. Officers. The Officers of the Corporation shall be a Chairperson of the Board, a Secretary, and a Treasurer. The Corporation, at the discretion of the Board of Directors, may have additional Officers. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the Chairperson of the Board.

Section 2. Election and Terms of Office. Officers of the Corporation shall be appointed by the CSU Chancellor. By virtue of their position, CSU Chancellor shall be the CSU Institute Chairperson, the CSU Executive Vice Chancellor/Academic Affairs shall be the CSU Institute Secretary, and the CSU Executive Vice Chancellor/Chief Financial Officer shall be the CSU Institute Treasurer. Vacancies may be filled by appointment of the CSU Chancellor. New offices may be created and filled at any meeting of the Board of Directors. Except as provided in the case of Officers appointed under Section 4 of this Article VII herein, each Officer shall hold office for the duration of their tenure in their CSU positions, unless he or she shall sooner resign, be removed, or become ineligible to continue to serve in such capacity.

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 Chairperson of the Board or the 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.

Section 4. Vacancies. A vacancy in any office, other than one occupied ex-officio, may be filled by the CSU Chancellor for the unexpired portion of the term.

Section 5. Chairperson of the Board. The Chancellor of the California State University shall be the Chairperson of the Board and shall appoint all other Officers from among the voting Directors. The Chancellor shall also be the Chief Executive Officer of the Corporation and shall have general supervision of the affairs of the Corporation and the other Officers. The Chairperson of the Board shall preside at meetings of the Board of Directors and shall have such other powers and duties as the Board of Directors may prescribe from time to time.

Section 6. Secretary. The Secretary shall keep or cause to be kept a repository of minutes at the principal 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, the names of those present at 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. In the absence or disability of the Chairperson of the Board, the Secretary shall perform all of the duties of the Chairperson of the Board. When so acting, the Secretary shall have all of the powers and be subject to all restrictions on the Chairperson of the Board. The Secretary shall have such other powers and duties as the Board of Directors may prescribe from time to time.

Section 7. Treasurer. The Treasurer, subject to the direction of the Chairperson, shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipt for moneys due and payable to the Corporation from any source whatsoever; deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as the Board of Directors shall select, and, in general, perform all the duties incident to the office of Treasurer. The Treasurer shall have such other powers and duties as the Board of Directors may prescribe from time to time.

ARTICLE VIII

Indemnification of Directors. Officers. 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(b) or 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 IX Committees and Advisory Boards

Section 1. Committees. The Board may appoint one or more committees, each consisting of two or more 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 in any committee;
- (b) The fixing of compensation of the Directors for serving on the Board or on any committee, should Article V, Section 7 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 or 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 Corporation 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 Chairperson of the Board shall appoint the Chairs of all committees from among the members thereof. The Board may appoint, in the same manner, alternate members of any committee who may replace any absent member at any meeting of the committee. The Board shall have the power to prescribe the manner 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 meeting of each committee.

ARTICLE X

Contracts. Loans. Checks, Deposits. 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 guarantee the obligation of any Director or unless approved by the 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 deposited from time to time such banks, trust companies, Directors may select funds of the Corporation shall be to the credit of the Corporation in 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 XI

Miscellaneous

Section 1. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of July and 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 the internal affairs of the Corporation and the governance of its Officers, agents, committees, and employees.

Section 3. Records. The Corporation shall keep correct and complete records of account and shall also keep records and minutes of the proceedings of the Board of Directors and committees. The minutes of the Board of Directors and of the committees shall be regularly distributed to each member of the Board of Directors.

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 Corporation Act 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 XII

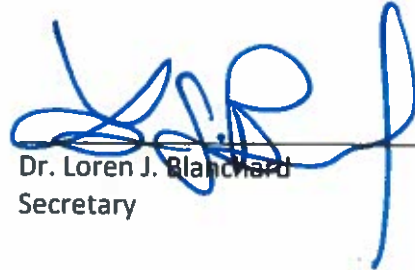
Amendment to Bylaws

These Bylaws may be amended at any meeting of the Board of Directors by a majority vote of the Board of Directors, subject to the approval of the Chancellor of the California State University.

SECRETARY'S CERTIFICATE

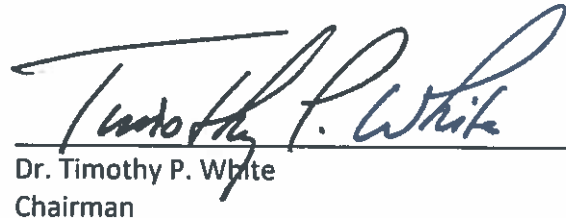
THIS IS TO CERTIFY that the foregoing Bylaws of the CALIFORNIA STATE UNIVERSITY INSTITUTE were duly amended by the Board of Directors at a meeting of said Board held on October 25, 2018.

IN WITNESS WHEREOF, the undersigned, Secretary of said Corporation, has signed this Certificate hereon this 1st day of November, 2018.



Dr. Loren J. Blanchard
Secretary

Pursuant to Article XII of these Bylaws, this amended version is hereby approved on this ^{1st} day of November, 2018.



Dr. Timothy P. White
Chairman