

**BYLAWS
OF
WILDCAT FOUNDATION
a California Non-Profit
Public Benefit Corporation**

ARTICLE I

NAME, OFFICES AND PURPOSE

Section 1.01. Name. The Corporation shall be named WILDCAT FOUNDATION.

Section 1.02. Principal Office. The Corporation's principal office for its transaction of business is located at 400 Rancho del Oro, Oceanside, California.

Section 1.03. Change of Address. The Board of Trustees is hereby granted full power and authority to change by resolution the principal office of the Corporation from one location to another. Any such change shall be noted by the Secretary but shall not be considered an amendment to these By-Laws.

Section 1.04 Nature and Purposes of Corporation. The Corporation is established as a non-profit public benefit corporation under California Corporations Code §5060 and is organized exclusively for charitable purposes within the meaning of §501(c)(3) of the Internal Revenue Code.

(a) The Corporation's Articles of Incorporation provide that the specific purpose of the Corporation is to receive donations and grants for public or charitable purposes; to hold, manage, invest and reinvest those funds in real, personal or mixed property of every kind; and to disburse income and principal from those funds to promote the growth and improvement of the programs and facilities at El Camino High School located in Oceanside, California.

(b) The general purpose of the Corporation is to have and exercise all rights and powers conferred upon it under the laws of the State of California to pursue any and all charitable activities related to these specific purposes of the Corporation set forth above, including, but not limited to, the power to contract, rent, buy, or sell personal or real property, provided, however, that the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any power not in furtherance of the primary purpose of the Corporation.

Section 1.05. Limitations. The purposes for which this Corporation is organized are exclusively charitable within the meaning of §501(c)(3) of the Internal Revenue Code of 1986. Notwithstanding any other provision of the Articles or these By-Laws, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), or (b) by a corporation contributions to which are deductible under §170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE II

MEMBERS

Section 2.01. Members Prohibited. Per the authority of California Corporations Code §5310(a), the Corporation shall not have any members as that term is defined in §5056 of the California Corporations Code.

Section 2.02. Effect of Prohibition. Any action which would otherwise require approval of a majority of all members or approval by the members shall require only approval of the Board of Trustees. All rights which would otherwise vest under the Non-Profit Public Benefit Corporation law in the members shall vest in the Trustees.

ARTICLE III

TRUSTEES

Section 3.01. Powers. Subject to the limitations of the Articles of Incorporation and the By-Laws, and of the Non-Profit Public Benefit Corporation Law of the State of California, and subject to the duties of Trustees as described by the By-Laws, all corporate powers shall be exercised by or under the authority of, and the business affairs of the Corporation shall be controlled by, the Board of Trustees. Without limiting the foregoing, the Board of Trustees shall have the power to select and remove all Officers, agents, employees and contractors, and affix reasonable compensation therefor, to authorize and empower Officers and agents to enter into contracts and other commitments on behalf of the Corporation, and to appoint and delegate responsibilities and authority to committees, Officers and Agents.

Section 3.02. Number. The Corporation shall have not less than three (3) nor more than nine (9) Trustees. The exact number of Trustees shall be fixed from time to time by resolution approved by a majority of the Board of Trustees, as that term is defined in Section 5032 of the California Corporations Code.

Section 3.03. Qualifications. The Trustees of the Corporation shall each be over eighteen (18) years of age and reside in San Diego County, California.

Section 3.04. Terms of Office. The initial Board of Trustees of the Corporation shall divide into three (3) equal groups (to the extent this is possible). The first such group shall hold office until December 31, 2003; the second group shall hold office until December 31, 2004; and the third (3) group shall hold office until December 31, 2005. Each Trustee shall hold office until a successor Trustee has been elected and qualified.

All subsequent Trustees shall hold office for terms of two (2) years each or until successor Trustees have been elected and qualified. The terms shall coincide with the calendar year. Each Trustee's term of office shall commence on the first day of January in the year following his or her election.

Section 3.05. Nomination. Any person qualified to be a Trustee under Section 3.03 of the By-Laws shall be nominated by the method of nomination in Section 3.06 of these By-Laws, or by any other method authorized by law.

Section 3.06. Election.

(a) **Timing.** The Trustees shall be elected at the regular December meeting of the Board as prescribed by Section 3.08 of these By-Laws, or, if necessary to fill a vacancy on the Board, at any other regular meeting of the Board of Trustees.

(b) **Method.** The Board Development Committee, as described in Section 5.01 of these By-Laws, shall nominate a number of individuals, not exceeding one-third of the authorized number of Trustees, to serve as Trustees for the next calendar year. The nominations shall be made no later than 30 days before the date of the regular December meeting. Not later than 15 days before the date of the regular December meeting, the Board Development Committee, or its authorized representative, shall notify each Trustee in writing, by postage prepaid first-class mail, or via facsimile or e-mail address in the event the Trustee has access to facsimile or email at the Trustee's home address on file at the Corporation's principal office, of the Committee's nominees. At the regular December meeting of the Board, Trustees shall be elected. Additional nominations may be made by any Trustee at the regular December meeting. The nominees receiving the highest number of votes up to the number of Trustees to be elected shall be elected.

(c) **Reelection.** Trustees shall be eligible for re-election without limitation on the number of terms they may serve, provided they continue to meet the qualifications set forth in Section 3.03 of these By-Laws.

Section 3.07. Compensation. The Trustees shall serve without compensation.

Section 3.08. Meetings.

(a) Call of Meetings. Meetings of the Board may be called by any Officer, or any two (2) Trustees.

(b) Place of Meetings, All meetings of the Board shall be held at the principal office of the Corporation as specified in Section 1.02 of these By-Laws, or at any place within San Diego County, California, as designated by resolution approved by a majority of the Board.

(c) Date and Time of Meetings.

(1) **Annual Meeting.** The annual meeting of the Board of Trustees shall be during the month of January of each year. The date and time of the annual meeting shall be determined at the preceding regular meeting by resolution of the Board. The date and time of the annual meeting may also be changed by Board resolution or by written consent of all the Trustees.

The purpose of the annual meeting may include, but is not limited to; the installation of the Trustees elected at the Board's previous regular December meeting, approval of the Chairperson's nomination of members of other Board committees, ratification of specific acts performed by

various persons and committees during the previous year, review of the Corporation's financial statements and assessments of its current status, review of reports to be filed with various governmental authorities, and the transaction of any other proper business before the Board..

(2) **Regular Meetings.** In addition to the annual meeting, meetings for any purpose other than the election of Trustees may be held at such a time and place, within the State of California, as shall be stated in the notice of the meeting. Any Officer or Trustee may call a meeting. The purpose of regular meetings of the Board is to transact all business before the Board.

(3) **Special Meetings.** Special meetings of the Board may be called by any Officer, or Trustee, and may be held, on three days' notice, at the principal office of the Corporation or any other place previously designated by resolution of the Board or by written consent of all the Trustees. Notice of the date and time of the special meeting shall be delivered personally to each Trustee, sent to each Trustee's home address by postage prepaid first-class mail or via facsimile or e-mail address in the event the Trustee has access to facsimile or e-mail. The purpose or object for which any special meeting is called shall be stated in the notice and no business shall be transacted at such meeting except for that for which the meeting is called. Notice of the special meeting need not be given to any Trustee who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Trustee. All such waivers, consents, and approvals shall be filed with the Corporate records or made a part of the minutes of the meetings.

(d) **Quorum.** A majority of the actual number of Trustees holding office constitutes a quorum of the Board of Trustees for the transaction of business, except as hereinafter provided.

(e) **Transactions of Board.** Except as otherwise provided in the Articles, in these By-Laws, or by law, every act or decision done or made by a majority of the Trustees present at a meeting duly held at which a quorum is present shall be the act of the Board of Trustees, provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Trustees, if any action taken shall be approved by at least a majority of the required quorum for such meeting, or such greater number as is required by law" the Articles or these By-Laws.

(f) **Conduct of Meetings.** The Chairperson of the Board, or in his or her absence, the Vice-Chairperson, or in the absence of both the Chairperson and the Vice-Chairperson, the Secretary of the Corporation or any other Trustee selected by the Trustees present, shall preside at the meetings of the Board of Trustees. Roberts' Rules of Order shall be used as a procedural guide in conducting meetings of the board. The Secretary or, in the Secretary's absence, any person appointed by the presiding Officer, shall act as Secretary of the Board. In unusual circumstances, Trustees may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating can hear one another. Such participation shall constitute personal presence at the meeting.

(g) **Adjournment.** A majority of the Trustees present whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of the adjournment to another time and place shall be given prior to the time of the adjourned meeting to the Trustees who are not present at the time of the adjournment.

Section 3.09. Action Without Meeting. Any action required or permitted to be taken by the Board of Trustees may be taken without a meeting if all members of the Board of Trustees individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Trustees. Such action by written consent shall have the same force and effect as the unanimous vote of such Trustees.

Section 3.10. Removal of Trustees.

(a) Removal for Cause. The Board of Trustees may declare vacant the office of a Trustee on the occurrence of any of the following events:

(1) The Trustee has been declared of unsound mind by a final order of a court of competent jurisdiction; or

(2) The Trustee has been convicted of any felony; or

(3) The Trustee has missed the annual meeting and one (1) regular meeting or two (2) regular meetings in anyone calendar year.

(b) Removal Without Cause. Any Trustee may be removed without cause if such removal is approved by an affirmative two-thirds majority vote of the Board of Trustees.

Section 3.11. Resignation of Trustee. Any Trustee may resign effective on giving written notice to the Chairperson of the Board, the Vice-Chairperson, the Secretary, or the Board of Trustees of the Corporation, unless such notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective. A Trustee shall not resign where the Corporation would then be left without a duly elected Trustee or Trustees in charge of its affairs.

Section 3.12. Vacancies on the Board.

(a) Causes. Vacancies on the Board shall exist on death, resignation, or removal, of any Trustee; whenever the number of Trustees authorized is increased; and on the failure in any election to elect the full number of Trustees authorized.

(b) Filling Vacancies. Except as otherwise provided in these By-Laws, or except for a vacancy created by the removal of a Trustee pursuant to Section 3.10 of these By-Laws, vacancies on the Board of Trustees may be filled by vote of a majority of the Trustees then in office, whether or not less than a quorum, or by a sole remaining Trustee. Each Trustee so elected shall hold office until the expiration of the term of the Trustee so replaced, and until a successor has been selected and qualified.

Section 3.13. Non-liability of Trustees and Officers.

(a) Volunteer Trustees. Pursuant to §5239 of the Nonprofit Public Benefit Corporation Law of the State of California, there shall be no personal liability to a third party on the part of a volunteer Trustee or volunteer president, Vice-President, Secretary or Treasurer or any other individual who serves in like capacity, of this Corporation caused by the Trustee's or Officer's

negligent act or omission in the performance of that persons' duties as a Trustee or Officer, if all the following conditions are met:

- (1) The act or omission was within the scope of the Trustees' or Officers' duties
- (2) The act or omission was performed in good faith
- (3) The act or omission was not reckless, wanton, intentional or grossly negligent; and
- (4) The Corporation has complied with the requirements of subsection (b) below.

This limitation on the personal liability of a volunteer Trustee or volunteer Officer does not limit the liability of the Corporation for any damages caused by acts or omissions of a volunteer Trustee or volunteer Officer, nor does it eliminate the liability of a Trustee or Officer provided in §5233 or §5237 of the Nonprofit Public Benefit Corporation Law of the State of California in any action or proceeding brought by the Attorney General.

(b) **Obtaining Liability Insurance.** In order to obtain the full benefit of the limitation of liability set forth in subsection (a) above, the Corporation and the Trustees endeavor to obtain liability insurance in the form of a general liability policy for the Corporation, or a Trustee's and Officer's liability policy.

Section 3.14. Indemnity for Litigation. The Corporation hereby agrees to exercise the power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a Trustee, Officer, employee or other agent (as defined in §5238 of the Nonprofit Public Benefit Corporation Law of the State of California) of the Corporation, to the full extent allowed under the provisions of said §5238 relating to the power of a corporation to indemnify any such person. The amount of such indemnity shall be so much as the Board of Trustees determines and finds to be reasonable, or, if required by said §5238, the amount of such indemnity shall be so much as the court determines and finds to be reasonable.

Section 3.15. Standard of Conduct. Pursuant to §5231 of the California Nonprofit Public Benefit Corporation law, a Trustee shall perform the duties of a Trustee, including duties as a member of any committee of the Board upon which the Trustee may serve, in good faith, in a manner such Trustee believes to be in the best interests of the Corporation and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances. In performing the duties of a Trustee, a Trustee shall be entitled to rely on information, opinions, reports or statements including financial statements and other financial data, in each case prepared or presented by:

(a) One or more Officers or employees of the Corporation whom the Trustee believes to be reliable and competent in the matters presented;

(b) Counsel, independent accountants or other persons as to matters which the Trustee believes to be within such person's professional or expert competence; or

.(c) A committee of the Board upon which the Trustee does not serve, as to matters within its designated authority, which committee the Trustee believes to merit confidence. Provided that, in any such case, the Trustee acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Section 3.16. Self-Dealing Transactions. Pursuant to §5233 and except as provided in §5233 of the Nonprofit Public Benefit Corporation Law of the State of California, the Corporation shall not be a party to a transaction in which one or more of its Trustees has a material financial interest ("Interested Trustees") unless:

(a) Approval by Attorney General. The Attorney General, or the court in an action in which the Attorney General is an indispensable party, has approved the transaction before or after it was consummated; or

(b) Approval by Board. Prior to entering into the transaction, after full disclosure to the Board of all material facts as to the proposed transaction and the Interested Trustee's interest and investigation and report to the Board as to alternative arrangements for the proposed transaction, if any, the Board in good faith and by a vote of a majority of the Trustees then in office (without including the vote of the Interested Trustee):

- (I) Resolves and finds that the transaction is in the Corporation's best interests and for the Corporation's own benefit, the transaction is fair and reasonable as to the Corporation, and after reasonable investigation under the circumstances as to alternatives, the Corporation could not have obtained a more advantageous arrangement with reasonable efforts under the circumstances; and
- (II) Approves the entire transaction; or

(c) Interim Approval by Authorized Committee or Person. If it is not reasonably practicable to obtain approval of the Board prior to entering into such transaction, and, prior to entering into said transaction, a committee or person authorized by the Board approves the transaction in a manner consistent with the procedure set forth in subsection (b) of this Section; and the Board, after determining in good faith that the Corporation entered into the transaction for its own benefit and that the transaction was fair and reasonable as to the Corporation at the time it was entered into, ratifies the transaction at its next meeting by a vote of the majority of the Trustees then in office, without counting the vote of the Interested Trustee.

ARTICLE IV

OFFICERS

Section 1. Officers. The Officers of the Corporation shall be a President, a Secretary, and a Treasurer. The Corporation may also have, at the discretion of the Board of Trustees, one or more Vice-Presidents, one or more Assistant Secretaries, or One or more Assistant Treasurers, as the

business of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the By-Laws or as the Board of Trustees may from time to time determine.

Section 2. Election. The Officers of the Corporation, except such Officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this Article, shall be chosen annually by the Board of Trustees at its annual meeting in January, and each shall hold office until he or she shall resign or shall be removed or otherwise disqualified to serve, or a successor shall be elected and qualified.

Section 3. Removal and Resignation of Officers. Subject to the rights, if any, of an Officer under any contract of employment, any Officer may be removed, either with or without cause, by the Board of Trustees, at any regular or special meeting to the Board, or, except in case of an Officer chosen by the Board of Trustees, by any Officer upon whom such power of removal may be conferred by the Board of Trustees.

Any Officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the 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 because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in the By-Laws for regular appointments to that office.

Section 5. President. The President shall be the Chief Executive Officer of the Corporation and shall, subject to the control of the Board of Trustees, have general supervision, direction and control of the business and Officers of the Corporation. He or she shall preside at all meetings of the Board of Trustees. The President shall be ex officio a member of all the standing committees and shall have the general powers and duties of management usually vested in the office of President of a corporation, and shall have such other powers and duties as may be prescribed by the Board of Trustees or the By-Laws.

Section 6. Vice-President. In the absence or disability of the President, the Vice-Presidents, if any, in order of their rank as fixed by the Board of Trustees, or if not ranked, the Vice-President designated by the Board of Trustees, shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to, all the restrictions upon, the President. The Vice-Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Trustees or the By-Laws.

Section 7. Secretary. The Secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the Board of Trustees may order, of all meetings of Trustees, 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 Trustees' meetings.

The Secretary shall give, or cause to be given, notice of all the meetings of the Board of Trustees required by the By-Laws or by law to be given. He or she shall keep the seal of the Corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Trustees or by the By Laws.

Section 8. Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained in accordance with generally accepted accounting principles, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts and disbursements. The books of account shall at all reasonable times be open to inspection by any Trustee.

This Officer shall deposit all moneys and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Trustees. He or she shall disburse the funds of the Corporation as may be ordered by the Board of Trustees, shall render to the President and Trustees, whenever they request it, an account of all of his or her transactions and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Trustees or the By-Laws.

ARTICLE V

COMMITTEES

Section 5.01. Standing Committees. The Board of Trustees shall have three (3) standing committees. These committees shall not be disbanded or remain without members without approval of a two-thirds majority of the Board of Trustees and amendment of these By-Laws. The standing committees shall operate as set forth in these By-Laws, and no such standing committee, regardless of Board resolution, may take action on any matter that under §5212 of the California Corporations Code requires approval of the Board of Trustees.

(a) Operating Committee.

(1) **Composition and Authority.** The Operating Committee shall be nominated by the Chairperson, approved by a majority of the Board; and shall be composed of not more than five (5) members. At least two (2) of the members shall be the Treasurer and one additional Trustee. The Committee members may include non-Board members. The Operating Committee shall report to the Board of Trustees and all actions of the Operating Committee shall be approved by the Board of Trustees.

(2) **Purpose and Scope.** The Operating Committee shall set goals of the Corporation, oversee budget preparation and financial distribution and guide the overall management of the Corporation.

(3) **Meetings.** Notice of and procedures for meetings of the Operating Committee shall be as prescribed by the Chairperson of the Operating Committee and meetings may be called by the Board, or the Chairperson of the Operating Committee.

(b) Financial Development Committee.

(1) **Composition and Authority.** The Financial Development Committee shall be nominated by the Chairperson, approved by a majority of the Board, and shall be composed of not more than five members. At least Two (2) of the members shall be Trustees. The Financial Development Committee shall report to the Board of Trustees and all actions of the Financial Development Committee shall be approved by the Board of Trustees.

(2) Purpose and Scope. The Financial Development Committee shall be responsible for overseeing the raising of funds and financial development of the Corporation.

(3) Meetings. Notice of, and procedures for, meetings of the Financial Development Committee shall be as prescribed by the Chairperson of the Financial Development Committee and meetings may be called by the Board; or the Chairperson of the Financial Development Committee.

(c) Board Development Committee.

(1) Composition and Authority. The Board Development Committee shall be nominated by the Chairperson, approved by a majority of the Board, and shall be composed of not more than five members. At least two of the members shall be Trustees. The Board Development Committee shall report to the Board of Trustees and all actions of the Board Development Committee shall be approved by the Board of Trustees.

(2) Purpose and Scope. The Board Development Committee shall be responsible for recruiting new members of the Board of the Trustees and shall make recommendations to the Board of Trustees as to the utilization of each Board Member. Not later than 30 days before the date of the regular December meeting, the Board Development Committee shall also report nominations to the Board for the election of Trustees at the December regular meeting. Not later than 15 days before the date of the regular December meeting, the Committee, or its authorized representative, shall notify each Trustee in writing, at the Trustee's home address on file at the Corporation's principal office, of the Committee's nominees, by postage prepaid first-class mail or via facsimile or e-mail address in the event the Trustee has access to facsimile or e-mail. The Board Development Committee shall also recommend changes to the procedures for selecting Trustees and Officers of the Corporation.

(3) Meetings. Notice of, and procedures for meetings of the Board Development Committee shall be called by the Board, or the Chairperson of the Board Development Committee.

Section 5.02. Special Committees. Special committees may be appointed by the Chairperson and approved by the Board of Trustees as needed. The special committees shall consist of at least two (2) Trustees and may include persons not Trustees. Such special committees shall not exercise any powers of the Board. Any such special committee created by majority vote of the Board shall report to the Board of Trustees and all actions of such special committee shall be approved by the Board of Trustees. Notice of, and procedures for, meetings of the special committees shall be as prescribed by the Chairperson of each such special committee and meetings of each such special committee may be called by the Board, the Chairperson of the Board, or the Chairperson of each such special committee.

ARTICLE VI

EXECUTION OF DOCUMENTS, CONSTRUCTION AND AMENDMENTS

Section 6.01. Execution of Documents. The Board of Trustees may authorize any Officer or Officers, agent or agents, to enter into any contract or execute any instrument in the name of or on behalf of the Corporation, and such authority may be general or confined to specific instances; and, unless so authorized by the Board of Trustees, no Officer, agent, or other person shall have any power to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount whatsoever.

Section 6.02. Construction. Unless the context requires otherwise, the general provisions, rules of construction, and definitions contained in the California Corporations Code shall govern the construction of these By-Laws.

Section 6.03. Amendments. These By-Laws may be amended by the Board of Trustees by a two-thirds vote of its members present and voting at any regular or special meeting, provided, however, that written notice of the proposed amendment was delivered personally to each Trustee or sent to each Trustee's home address by postage prepaid first-class mail at least 15 days prior to the meeting or via facsimile or e-mail address in the event the Trustee has access to facsimile or e-mail. Further, a copy of the notice must be included in the minutes of the regular Board of Trustees meeting immediately preceding the Board meeting at which the By-Laws are to be amended.

CERTIFICATION OF SECRETARY

I certify that I am the duly elected and acting Secretary of Wildcat Foundation, a California nonprofit public benefit corporation, that the above By-Laws consisting of fourteen (14) pages are the By-Laws of this Corporation and were adopted on March- __, 2003, and that they have not been amended or modified since that date.

Executed on March __, 2003, at Oceanside, California:

Secretary of the Corporation