

AMENDED JULY 1, 2010  
AMENDED NOVEMBER 10, 2006  
AMENDED NOVEMBER 12, 2004

BYLAWS  
OF  
ALLIANT INTERNATIONAL UNIVERSITY  
a California Nonprofit Public Benefit Corporation

ARTICLE I

BOARD OF TRUSTEES  
MANAGEMENT

SECTION 1. POWERS

The business and property of Alliant International University (the "Corporation" or the "University") shall be managed and controlled, and all corporate powers shall be exercised by a Board of Directors, which shall be called the Board of Trustees. There shall be no members.

The Board of Trustees shall exercise all of the powers of the Corporation in accordance with the California Nonprofit Public Benefit Corporation Law, except as otherwise provided in the Articles of Incorporation or these Bylaws. References to the "Code" are to the California Corporations Code.

SECTION 2. NUMBER, QUALIFICATION, AND TERM OF OFFICE

The authorized number of the members of the Board of Trustees shall be not less than five (5) and not more than thirty-three (33). The exact number of authorized Trustees within the foregoing range shall be thirty-three (33), until changed by a resolution adopted by the Board. \*\*\*

A Trustee shall be either a "Public", "Faculty" or "Student" trustee as defined below. "Public Trustees" shall possess expertise in professional, business, educational, public or consumer affairs and shall have no material financial interest or involvement with the Corporation, its operation, its campuses or its associated services, except as a Public Trustee. At least one (1) of the Public Trustees shall be an alumnus or alumna of Alliant International University, California School of Professional Psychology, United States International University or other predecessor college or university. As of the effective date of the merger (the "Merger Date") of San Francisco Law School, a California nonprofit public benefit corporation ("SFLS"), with and into this Corporation, at least two (2) of the Public Trustees shall be individuals who were members of the SFLS Board of Directors on June 23, 2009, who shall serve an initial term of three (3) years and thereafter, at least two (2) of the Public Trustees shall be alumni of SFLS or of San Francisco Law School, a School of Alliant. Four (4) of the Trustees shall be current members of the University's core faculty ("Faculty Trustees"). \*\*\* Four (4) of the Trustees shall be students who are registered at any campus of the

\*\*\*Amended section effective 7/1/10

University and, during the academic year, are pursuing a course of study leading to a degree from the University ("Student Trustees"). The President of the Corporation shall be a Trustee, ex officio, \*\*with a vote.

Each Trustee shall be elected for a term of three (3) years and shall hold office until his or her resignation or the election of his or her successor, except that (a) a Faculty Trustee may serve only so long as such Trustee continues to serve as a member of the core faculty, and (b) a Student Trustee may serve only so long as such Trustee continues to be a qualifying student as defined above. \*Public Trustees may serve up to three consecutive terms of office but must remain off the board for at least one year before participating as a Trustee again. The President shall serve ex-officio as long as she/he serves as President. \*\*Nothing in this Article I Section 2 Shall prohibit the Board of Trustees from electing the President to serve as a Trustee with a vote.

The terms of office of the Trustees shall be staggered by classes so that approximately one-third (1/3) expire each year. For purposes of this Section, a "class" consists of all Trustees selected in a specific year. \*\*\*

Those Trustees elected to fill vacancies shall be selected for the remainder of the unexpired term.

### SECTION 3. SELECTION OF TRUSTEES

At the expiration or earlier termination of the term of office of any Trustee, his or her successor shall be selected by a majority vote of the Trustees then in office, whether or not less than a quorum, or by a sole remaining Trustee. The term of a Trustee so selected shall commence immediately at the conclusion of the meeting at which the Trustee is selected. The Systemwide Faculty Senate shall submit nominations for Faculty Trustee positions to the Board of Trustees at least thirty (30) days before the meeting at which a Faculty Trustee is to be selected. The Systemwide Student Senate shall submit nominations for Student Trustee positions to the Board of Trustees at least thirty (30) days before the meeting at which a Student Trustee is to be selected. The Board Development Committee shall submit nominations for Public Trustee positions to the Board of Trustees at least thirty (30) days before the meeting at which a Public Trustee is to be selected. All nominees for Faculty Trustee, Student Trustee and Public Trustee positions shall meet the qualifications set forth in Section 2 above.

### SECTION 4. REMOVAL OF TRUSTEES

Any Trustee may be removed upon the declaration by resolution of the Board for removal of a Trustee who fails to attend fifty percent (50%) or more of the meetings of the Board of Trustees in any year, or has been declared of unsound mind by an order of court or has been convicted of a felony or has been found by final order or judgment of any court to have breached a duty under California Nonprofit Corporation Law.

\*Amended section effective 11/12/04

\*\*Amended section effective 11/10/06

\*\*\*Amended section effective 7/1/10

## SECTION 5. RESIGNATION OF TRUSTEES

A Trustee may resign at any time by giving written notice to the Chair of the Board of Trustees and the Secretary of the Corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in the notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Except upon notice to the Attorney General of the State of California, no Trustee may resign when the Corporation would then be left without a duly elected Trustee or Trustees in charge of its affairs.

## SECTION 6. VACANCIES

A vacancy or vacancies shall be deemed to exist in the case of the death, resignation, or removal of any Trustee, or in the event a Faculty Trustee or Student Trustee no longer meets the qualifications for such position, or in the event the authorized number of Trustees, as determined in accordance with Section 2, is increased, or in the case the Board fails at any time to elect the full number of authorized Trustees, as determined in accordance with Section 2. Any vacancy on the Board of Trustees shall be filled by vote of the remaining Trustees, whether or not less than a quorum, or by a sole remaining Trustee. Any vacancy in a Faculty Trustee or a Student Trustee position resulting from the death, resignation or removal of the Trustee or the Trustee's failure to meet the qualifications for such position, must be filled with a faculty member or student, as the case may be, so that the requirements of Section 2 above are satisfied. No reduction in the number of Trustees shall have the effect of removing any Trustee prior to the expiration of his or her term of office.

## SECTION 7. PLACE OF MEETINGS: MEETINGS BY TELEPHONE

Meetings of the Board of Trustees may be held within or outside the State of California and shall be held at the principal office of the Corporation in the State of California unless otherwise specified, from time to time, by the Chair of the Board of Trustees, if any, or the President. Any meeting, regular or special, may be held by conference telephone or similar communication equipment so long as all Trustees participating in the meeting can hear one another, and all such Trustees shall be deemed to be present in person at the meeting.

## SECTION 8. ANNUAL MEETING

A meeting of the Board of Trustees shall be held at least once a year for the purpose of organization, election of officers and the transaction of other business. Such meeting shall be held at a time and be of duration deemed to be advisable by the Chair.

## SECTION 9. SPECIAL MEETINGS

Special meetings of the Board of Trustees for any purpose or purposes may be called at

\*\*Amended section effective 11/10/06

any time by the Chair, the President or by any two (2) Trustees. Special meetings shall be held at the date, place and time stated in the written notice.

#### SECTION 10. NOTICE

Written notice of the time and place of the annual meeting and special meetings shall be delivered personally to the Trustees or sent to each Trustee by letter or electronic means, addressed to the respective address as it is shown upon the records of the Corporation, or if it is not so shown on such records or is not readily ascertainable, at the place at which the meetings of the Trustees are regularly held. In case such notice is mailed, it shall be deposited in the United States mail at least seven (7) days prior to the date of the meeting. In case such notice is delivered personally, as provided above, or by electronic means, it shall be so delivered at least forty-eight (48) hours prior to the time of the holding of the meeting. The notice shall state the time and, if applicable, the place for the meeting. However, it need not specify the purpose of the meeting, or the place of the meeting if it is to be held at the principal office.

#### SECTION 11. WAIVER OF NOTICE

The transaction of any meeting of the Board of Trustees, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice if a quorum is present, and whether before or after the meeting, each of the Trustees not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Trustee who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

#### SECTION 12. ADJOURNMENT

A majority of the Trustees present, whether or not constituting a quorum, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours but less than seventy-two (72) hours, notice of the time and place shall be given before the time of the adjourned meeting to the Trustees who were not present at the time of the adjournment. If a meeting is adjourned for more than seventy-two (72) hours, notice of the time and place of holding the adjourned meeting shall be given to all Trustees by facsimile or other electronic means forty-eight (48) hours before the date of the meeting.

#### SECTION 13. QUORUM

At all meetings of the Board of Trustees, forty percent (40%) of the members of the Board of Trustees in office from time to time shall be necessary to constitute a quorum for the transaction of business. Every act or decision done or made by a majority of Trustees present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Trustees, subject to the provisions of the California Nonprofit Corporation Law, especially those provisions relating to (a)

\*\*Amended section effective 11/10/06

approval of contracts or transactions in which a Trustee has a direct or indirect material financial interest, (b) appointment of committees, and (c) indemnification of Trustees. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Trustees, if any action taken is approved by at least a majority of the required quorum for that meeting.

#### SECTION 14. OFFICERS OF THE BOARD

At the discretion of the Board of Trustees, the Board may elect a Chair and a Vice-Chair who shall be members of the Board. It shall be the duty of the Chair, if any, to preside at all meetings of the Board. \*\*The Chair, or his/her appointment, shall chair the Executive Committee and preside at all meetings at which he or she is present. The Vice-Chair, if any, shall preside at all meetings in the absence of the Chair. The Chair shall be a member of all Board committees and shall exercise and perform such other powers and duties as the board may assign from time to time. If there is no President, the Chair shall also be the chief executive officer and shall have the powers and duties of the President of the Corporation set forth in these Bylaws. It shall be the duty of the Secretary or Assistant Secretary of the Corporation to take the minutes of all meetings of the Board and to notify the Trustees of all meetings, and it shall be the duty of the Treasurer of the Corporation to attend to such financial matters and to sign such documents as the Board shall direct.

#### SECTION 15. COMPENSATION

The Trustees shall receive no compensation for their services as Trustees. Trustees shall be reimbursed for their reasonable expenses incurred in attending meetings of the Board and committees on which such Trustees serve, or Trustees may choose to contribute such expenses.

#### SECTION 16. ACTION WITHOUT MEETING OF THE BOARD

Any action that the Board might take at a meeting pursuant to the laws of the State of California, the Articles of Incorporation of the Corporation, and these Bylaws, may be taken without a meeting if all Trustees shall individually or collectively consent in writing to such action. Such written consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Trustees. For the purposes of this Section 16 only, "all Trustees" shall not include any Trustee who has a "material" financial interest in the matter under consideration. For purposes of these Bylaws, a financial interest involving less than two thousand dollars (\$2,000) shall not be deemed material.

#### SECTION 17. INTERESTED TRUSTEES

- (a) In accordance with Code Section 5227, not more than forty-nine percent (49%) of the persons serving on the Board may be "interested persons",
  - (i) Persons currently being compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full or

\*\*Amended section effective 11/10/06

part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Trustee as a Trustee; or

- (ii) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person.
- (b) The provisions of this Section are utilized for the purpose of determining eligibility for service on a public benefit board and shall not affect the validity or enforceability of any transaction entered into by this Corporation.

## ARTICLE II

### OFFICERS

#### SECTION 1. OFFICERS

The officers of the Corporation shall be a President, Secretary, and Treasurer. The Corporation may also have, at the discretion of the Board of Trustees, one or more Vice-Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be appointed in accordance with provisions of Section 3 of this Article II. One person may hold two or more offices, except the President shall hold no other office.

#### SECTION 2. ELECTION

All officers shall be appointed by the Board of Trustees at its annual meeting each year and shall serve at the pleasure of the Board. Each officer 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, subject to the rights, if any, of an officer under any contract of employment.

#### SECTION 3. SUBORDINATE OFFICERS

The Board of Trustees may make provision for such other officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority, and perform duties as are provided in the Bylaws or as the Board of Trustees may from time to time determine.

#### SECTION 4. REMOVAL OF OFFICERS

Subject to the rights, if any, of an officer under any contract of employment any officer may be removed, with or without cause, by the Board of Trustees at any regular or special meeting of the Board or by an officer on whom such power of removal may be conferred by the Board.

\*\*Amended section effective 11/10/06

## SECTION 5. RESIGNATION OF OFFICERS

An officer may resign at any time by giving written notice to the Secretary of the Corporation, the Chair of the Board of Trustees, if any, and the President. Any resignation shall take effect at the date of receipt of that notice by the Secretary or at any later time specified in the notice; 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 6. VACANCIES

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to such office.

## SECTION 7. PRESIDENT

Subject to the approval of the Board of Trustees, the President shall have charge of all the business of the Corporation and the general operation thereof. The President shall be the chief executive officer of the Corporation, shall have the general powers and duties of management usually vested in the office of the president of a corporation and shall have such other powers and duties as may be prescribed by the Board of Trustees or the Bylaws. The President shall have the power to hire, discharge, and fix the salaries of any employees within the over-all salary budget as approved by the Board of Trustees, except that the salary of the President is subject to the approval of the Board of Trustees. The President shall keep the Board of Trustees fully informed of the financial condition of the Corporation and shall freely consult the Board concerning the business of the Corporation.

The President shall be an ex officio member \*\*with a vote of the Board of Trustees and of all standing Board committees, including the Executive Committee, if any.

## SECTION 8. SECRETARY

The Secretary, or Assistant Secretary as designated, shall keep the minutes of the meetings of the Board of Trustees in one or more books provided for that purpose; see that all notices are duly given in accordance with these Bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation and affix the seal of the Corporation to documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws and to such other records or documents normally requiring the corporate seal and executed in the normal course of business of the Corporation; keep a register of the names and addresses of all Trustees; have general charge of the books of the Corporation; keep on file at all times a complete copy of the Articles of Incorporation and Bylaws of the Corporation containing all amendments thereto and, at the expense of the Corporation, forward a copy of the Bylaws and of all amendments thereto to any Trustee upon request by the Trustee; and in general perform all duties

\*\*Amended section effective 11/10/06

incident to the office of Secretary and such other duties as from time to time may be assigned by the Board.

#### SECTION 9. ASSISTANT SECRETARY

In the absence of the Secretary, an Assistant Secretary shall perform the duties of the Secretary.

#### SECTION 10. TREASURER

The Treasurer is the chief financial officer and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including any records required by the Board to be kept by the Treasurer in connection with any funds in the control of the Treasurer. The books of account shall be open at all reasonable times to inspection by any Trustee or his or her designee.

The Treasurer shall deposit or cause to be deposited 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. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, and shall render to the President and Trustees, whenever they request it, an account of transactions as Treasurer and of the financial condition of the Corporation, and shall have such other duties as may be prescribed by the Board of Trustees or the Bylaws.

#### SECTION 12. ASSISTANT TREASURER

In the absence of the Treasurer, an Assistant Treasurer shall perform the duties of the Treasurer.

### ARTICLE III

#### BOARD COMMITTEES

##### SECTION 1. AUTHORIZATION

The Board of Trustees may create such committees, as it may deem necessary from time to time, including an Executive Committee, a Finance Committee, an Academic Affairs Committee, an Institutional Advancement Committee and a Board Development Committee.

The Chair of the Board of Trustees shall be a member of all committees and the President shall be an ex officio member **\*\*with a vote**. The Board shall determine the powers and duties of such committees, and the manner of selection or appointment of all committees except as provided in these Bylaws. Any committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

**\*\*Amended section effective 11/10/06**

- (a) fill vacancies on the Board of Trustees or on any committee that has the authority of the Board;
- (b) fix compensation of the Trustees for serving on the Board or on any committee;
- (c) amend or repeal Bylaws or adopt new Bylaws;
- (d) amend or repeal any resolution of the Board of Trustees that by its express terms is not so amendable or repealable;
- (e) appoint any other committees of the Board of Trustees or the members of these committees;
- (f) expend corporate funds to support a nominee for Trustee after more people have been nominated for Trustee than can be elected;
- (g) approve any self-dealing transaction as such term is defined in Section 5233 of the Code.

Members of the committees shall be members of the Board. Meetings and actions of committees shall be governed by, and held and taken in accordance with, the provisions of Article I of these Bylaws concerning meetings of Trustees, with such changes in the context of these Bylaws as are necessary to substitute the committee and its members for the Board of Trustees and its members, except that the time for regular and special meetings of committees may be determined by the chair of the committee. Special meetings of committees may also be called by resolution of the Board of Trustees. Notice of special meetings of committees shall also be given to the other Trustees, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Trustees may adopt rules for the governance of any committee not inconsistent with the provisions of these Bylaws.

The Board shall appoint all committee members except as provided in these Bylaws. Members of all committees shall hold office at the pleasure of the Board.

## SECTION 2. EXECUTIVE COMMITTEE

The Executive Committee shall consist of the Officers of the Board of Trustees and Officers of the Corporation (if they are members of the Board), the Chairs of any existing Board Committees, and other members as the Board shall by resolution establish. The Executive Committee shall have authority to act for the Board except as such authority is expressly limited in Section 1 of this Article. Actions of the Executive Committee shall be submitted to the Board of Trustees for ratification at the Board's next meeting.

\*\*Amended section effective 11/10/06

### SECTION 3. ADVISORY COMMITTEES

The Board of Trustees may also establish one or more advisory committees to the Board with such authority, powers and duties as may be defined by the Board from time to time, but at any rate as limited under Section 1 of this Article.

### ARTICLE IV

#### AMENDMENTS

- A. A majority of the Trustees in office from time to time shall have power to make, amend and repeal the Articles of Incorporation and the Bylaws of the Corporation. Notice of the substance of any proposed amendment shall be sent to all of the Trustees at least 30 days before the meeting on the proposed amendment.
- B. Notwithstanding paragraph A, any amendment to ARTICLE I, SECTION 2 of these Bylaws that reduces the number of Faculty Trustees to less than 10% of the total number of authorized members of the Board of Trustees or any amendment to this paragraph shall require approval of 2/3 of the Trustees then in office and compliance with the notice requirements set forth in paragraph A above.
- C. Notwithstanding paragraph A, any amendment to ARTICLE I, SECTION 2 of these Bylaws that reduces the number of Student Trustees to less than 10% of the total number of authorized members of the Board of Trustees or any amendment to this paragraph shall require approval of 2/3 of the Trustees then in office and compliance with the notice requirements set forth in paragraph A above.

### ARTICLE V

#### INDEMNIFICATION OF TRUSTEES, OFFICERS AND OTHER AGENTS

### SECTION 1. DEFINITIONS

For the purpose of this Article V,

- (a) "agent" means any person who is or was a Trustee, officer, employee, or other agent of the Corporation, or is or was serving at the request of the Corporation as a Trustee, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a Trustee, officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of the Corporation or of another enterprise at the request of the predecessor corporation;
- (b) "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and

\*\*Amended section effective 11/10/06

- (c) "expenses" includes, without limitation, all attorney's fees, costs, and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his or her position or relationship as agent and all attorney's fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.

## SECTION 2. SUCCESSFUL DEFENSE BY AGENT

To the extent that an agent of the Corporation has been successful on the merits in the defense of any proceeding referred to in this Article, or in the defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonable incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him or her, then the provisions of Sections 3 through 5 of this Article shall determine whether the agent is entitled to indemnification.

## SECTION 3. ACTIONS BROUGHT BY PERSONS OTHER THAN THE CORPORATION

Subject to the required findings to be made pursuant to Section 5 of this Article, the Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding other than an action brought by, or on behalf of, the Corporation, or by an officer, Trustee or person granted relator status by the Attorney General, or by the Attorney General on the ground that the defendant Trustee was or is engaging in self-dealing within the meaning of California Corporations Code Section 5233, or by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of the Corporation, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.

## SECTION 4. ACTION BROUGHT BY OR ON BEHALF OF THE CORPORATION

- (a) Claims settled out of court. If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of the Corporation, with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding, unless it is settled with the approval of the Attorney General.
- (b) Claims and suits awarded against agent. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action brought by or on behalf of the Corporation by reason of the fact that the person is or was an agent of the Corporation, for all expenses actually and reasonable incurred in connection with the defense of that action, provided that both of the following are met:

\*\*Amended section effective 11/10/06

- (i) The determination of good faith conduct required by Section 5 of this Article must be made in the manner provided for in that section; and
- (ii) Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the agent should be entitled to indemnity for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

#### SECTION 5. DETERMINATION OF AGENT'S GOOD FAITH CONDUCT

The indemnification granted to an agent in Sections 3 and 4 of this Article is conditioned on the following:

- (a) Required standard of conduct. The agent seeking reimbursement must be found, in the manner provided below, to have acted in good faith, in a manner he or she believed to be in the best interests of the Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction, or a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner which he or she reasonably believed to be in the best interest of the Corporation or that he or she had reasonable cause to believe that his or her conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his or her conduct was unlawful.
- (b) Manner of determination of good faith conduct. The determination that the agent did not act in the manner complying with Paragraph (a) above shall be made by:
  - (i) the Board of Trustees by a majority vote of a quorum consisting of Trustees who are not parties to the proceeding; or
  - (ii) the court in which the proceeding is or was pending. Such determination may be made on application brought by the Corporation or the agent or the attorney or other person rendering a defense to the agent, whether or not the application by the agent, attorney, or other person is opposed by the Corporation.

#### SECTION 6. LIMITATIONS

No indemnification or advance shall be made under this Article, except as provided in Sections 2 or 5(b)(ii) of this Article, in any circumstance when it appears:

\*\*Amended section effective 11/10/06

- (a) That the indemnification or advance would be inconsistent with a provision of the Articles of Incorporation of the Corporation, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
- (b) That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

#### SECTION 7. ADVANCE OF EXPENSES

Expenses incurred in defending any proceeding may be advanced by the Corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

#### SECTION 8. CONTRACTUAL RIGHTS OF NONTRUSTEES AND NONOFFICERS

Nothing contained in this Article shall affect any right to indemnification to which persons other than Trustees and officers of the Corporation, or any related or affiliated organization hereof, may be entitled by contract or otherwise.

#### SECTION 9. INSURANCE

The Board of Trustees may authorize the purchase and maintenance of insurance on behalf of any agent of the Corporation against any liability other than for violating provisions against self-dealing asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against that liability under the provisions of this Section.

### ARTICLE VI

#### RECORDS AND REPORTS

##### SECTION 1. ANNUAL REPORT TO TRUSTEES

A report containing the following information in reasonable detail shall be prepared, or caused to be prepared, by the Treasurer and furnished annually to all Trustees:

- (a) The assets and liabilities of the Corporation as of the end of the fiscal year;

\*\*Amended section effective 11/10/06

- (b) The principal changes in assets and liabilities during the fiscal year;
- (c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year; and
- (e) Any information required by Section 2 of this Article.

**SECTION 2. ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATION**

The Corporation shall prepare and mail or deliver to each Trustee annually within ninety (90) days of the end of the fiscal year a statement of the amount and circumstances of any transaction or indemnification of the following kind:

- (a) Any transaction involving over \$50,000, or which was one of a number of transactions with the same person involving in the aggregate over \$50,000, in which the Corporation or a related or affiliated organization, was a party and in which any Trustee or officer of the Corporation or a related or affiliated organization had a direct or indirect material financial interest (a mere common directorship shall not be considered such an interest).
- (b) Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or Trustee of the Corporation pursuant to Article V hereof.

**SECTION 3. INSPECTION BY TRUSTEES**

Every Trustee shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation. This inspection by a Trustee may be made in person or by agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

**ARTICLE VII**

**MISCELLANEOUS**

**SECTION 1. FISCAL YEAR**

The fiscal year of the Corporation shall end each year on June 30.

\*\*Amended section effective 11/10/06

SECTION 2. CONTRACTS

All contracts entered into on behalf of this Corporation must be authorized by such individuals as are authorized by the Board of Trustees to execute contracts on behalf of this Corporation.

SECTION 3. EXECUTION OF CHECKS

Except as otherwise provided by law, every check, draft, promissory note, money order, or other evidence of indebtedness of the Corporation shall be signed (including signature by facsimile or electronic means) only by such individuals as are authorized by the Board of Trustees.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected and acting Assistant Secretary of Alliant International University, a California nonprofit public benefit corporation, and the above Bylaws, consisting of fifteen (15) pages, are the Bylaws of this corporation as adopted on September 11, 2002, as amended.

Dated: \_\_\_\_\_

\_\_\_\_\_  
Assistant Secretary

\*\*Amended section effective 11/10/06