CAL STATE SAN BERNARDINO
University Enterprises Corporation

BYLAWS
UNIVERSITY ENTERPRISES CORPORATION AT CSUSB

AMENDED OCTOBER 2026

ARTICLE 1
Objectives

The corporation is organized and at all times hereafter will be operated exclusively for the benefit of, to perform the functions of, or to conduct the purposes of California State University, San Bernardino. The corporation and all of its functions and activities are to be operated and conducted in the promotion of its charitable purposes as specified in its Articles of Incorporation.

This corporation operates as a public benefit, charitable-educational organization under the provisions of the California Revenue and Taxation Code, Section 23701 (d), and the United States Internal Revenue Code, Section 501 (c)(3). As a recognized auxiliary of the California State University, the corporation conforms to the California Code of Regulations, Title 5, Section 42400 et seq., established by the Trustees of the California State University. The University's administrative organization supervises this corporation, as required by Title 5 of the California Code of Regulations, Section 42402.

ARTICLE 11
Powers

The corporation shall have such powers as are now or may hereafter be granted by the Nonprofit Corporation Law of the State of California, except as limited by the Education Code or the provisions of its Articles of Incorporation or these Bylaws.

ARTICLE 111
Principal Office

The principal office for the transaction of business of this Corporation is hereby fixed and located at California State University, in the City of San Bernardino, County of San Bernardino, State of California. The Directors of this corporation are hereby granted full power and authority to change said principal office from one location to another in said county.

ARTICLE IV
Members

Section 4.1 No regular members. In accordance with Section 5310 of the California Corporations Code, the Corporation shall have no members within the meaning of Section 5056 of that law. All actions that would otherwise require approval by a majority of all members or by members require only approval of the Board of Directors. All rights which would otherwise vest in members shall vest in the Directors.

Section 4.2 Persons associated with the Corporation. By resolution, a majority of the Board of Directors may create any advisory boards, councils, or other bodies as it deems appropriate. The Board of Directors may also, by resolution, confer upon any such class or classes of persons some or

all of the rights identical to those of a member under the California Nonprofit Public Benefit Corporation Law, other than the right to vote.

(a) for the election of a Director or Directors or an officer or officers; or

(b) on a disposition of all or substantially all of the assets of the Corporation; or

(c) on a merger; or

(d) on a dissolution; or

(e) on changes to the Corporation's Articles of Incorporation or Bylaws.

ARTICLE V
Board of Directors

Section 5.1. Definition of Terms. For the purpose of these Bylaws, "Board of Directors" or "Board" refers to the Board of Directors of this corporation. "Corporation" refers to the University Enterprises Corporation at CSUSB. "Board of Trustees" refers to the Board of Trustees of the California State University.

Section 5.2. Duties of Directors

A Director shall perform the duties of a Director, including duties as a member of any committee of the Board upon which the Director may serve, in good faith, in a manner such Director believes 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 under similar circumstances. In performing the duties of a Director, a Director 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 this Corporation whom the Director believes to be dependable and competent in the matters presented;

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

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

Section 5.3. Power of Directors. Subject to limitations imposed by law, the Articles of Incorporation, or these Bylaws, the activities and affairs of this corporation shall be conducted, and all corporate powers shall be exercised, by or under the ultimate direction of the Board of Directors. The Board shall adopt and periodically review a written Delegation of Authority and Reserved Powers Framework.

Matters reserved to the Board shall include significant corporate policy, annual budget approval, material financial obligations, significant property transactions, major strategic commitments,

approval and oversight of the Executive Director, amendments to governing documents, and other matters required by law, CSU policy, these Bylaws, or Board action to remain with the Board. Management may exercise only executive and administrative authority specifically delegated within Board-approved parameters and shall remain accountable to the Board for its exercise.

Section 5.4. Number of Directors. The authorized number of voting Directors shall be up to twenty-three (23) until changed by an amendment of these Bylaws as hereinafter provided.

Section 5.5. Selection and Composition of Directors. The composition of the Board of Directors shall conform to Section 42602 of Title 5 of the California Code of Regulations and applicable CSU auxiliary governance requirements. The authorized Board shall consist of up to twenty-three (23) voting Directors allocated among the following representation categories:

(a) University President. The University President shall serve as Chief Executive Officer and as an ex officio voting Director by virtue of office and shall retain the institutional and CSU oversight responsibilities applicable to the Corporation under law, CSU policy, the Operating Agreement, and other governing authority. Ex officio status is the basis for Board service and does not diminish the fiduciary duties applicable to a voting Director.

(b) University Vice Presidents. The Provost/Vice President for Academic Affairs, Vice President for Finance, Technology and Operations, Vice President for University Advancement, Vice President for Student Affairs, Vice President for Human Resources, and Vice President for Strategic Enrollment Management and Marketing shall each serve as an ex officio voting Director by virtue of office. Ex officio status is the basis for Board service and does not diminish the fiduciary duties applicable to a voting Director. The designated offices shall be maintained in the Board and Governance Tenure & Succession Register and reviewed whenever University organizational titles or responsibilities change.

(c) Academic Research / Sponsored Programs Leadership. One (1) Director shall represent Academic Research / Sponsored Programs leadership. The position shall be filled by the Associate Provost for Academic Research or a successor University position with substantially comparable responsibility, subject to the classification and eligibility requirements of Section 5.5A(b).

(d) Faculty Directors. Three (3) Faculty Directors shall be recommended by the Faculty Senate, nominated by the University President, and elected by the Board of Directors. The term of office shall be three (3) years, subject to Section 5.5A.

(e) Academic Dean. One (1) Director shall be an Academic Dean or comparable College executive of the University, nominated by the University President and elected by the Board of Directors. The term of office shall be three (3) years, subject to Section 5.5A.

(f) Staff Directors. Two (2) Staff Directors who are employed by the University shall be nominated by the University President and elected by the Board of Directors. The term of office shall be three (3) years, subject to Section 5.5A.

(g) Student Directors. Three (3) Student Directors, of whom one (1) member shall be recommended by the Associated Students Senate (1), Santos San Manuel Student Union Board (1), and Residence Hall Association (1), nominated by the University President, and elected by the Board of Directors. The term of office shall be for a period of two (2) years, subject to Section 5.5A. Student Directors must be regularly enrolled for at least seven (7) units of courses carrying resident credit at California State University, San Bernardino, except for students who have completed ninety (90) units, who must be regularly enrolled in at least six (6) units of courses carrying resident credit at California State University, San Bernardino; shall maintain a scholastic standing of at least 2.75 grade point average for work completed at the University (2.0=C); and shall remain in good conduct standing. A Student Director who ceases to satisfy these qualifications shall cease to be a Director and shall be notified of removal. Each Student Director shall provide sufficient information to verify the required student standing criteria.

(h) Community Directors. Five (5) Directors shall be members of the general community and shall not be employed by California State University, San Bernardino, or its Auxiliary Corporations. Community Directors shall be nominated by the University President and elected by the Board of Directors. The term of office shall be three (3) years, subject to Section 5.5A. Recruitment shall be competency-based rather than vacancy-driven.

(i) Government & Community Relations Director. One (1) Director shall provide governmental and community-relations expertise or serve in a University role with primary responsibility for government and community relations, as designated by the University President. The Director shall be nominated or classified for service consistent with applicable law and CSU policy and shall satisfy Section 5.5A(b).

Except for Directors serving ex officio by virtue of office, each Director shall be elected by the Board of Directors in accordance with the nomination or recommendation process applicable to the seat. A Director's term shall begin immediately after election. Vacancies shall be filled in accordance with Section 5.7.

The Executive Director shall participate in Board meetings in a non-voting management capacity and shall provide direct management accountability and operational visibility.

Section 5.5.A. Governance Term Limits, Director Classification, and Eligibility.

(a) CSU Governance Term Limits. Except for Directors serving ex officio by virtue of office as provided in subsection (b), an appointed or elected Director shall serve a term not exceeding three (3) years and shall not serve more than nine (9) consecutive years. After completing nine (9) consecutive years of service, the individual shall complete a break in service of at least one (1) full year before becoming eligible for reappointment or reelection. These standards implement the CSU Auxiliary Organizations Policy governing Board service. The then-current CSU policy shall remain controlling, and any mandatory CSU requirement that is more restrictive than these Bylaws shall govern.

(b) Officio and Position-Based Service. A Director serves ex officio only when these Bylaws provide that Board service arises automatically by virtue of holding a specified University office or position. Ex officio service shall be treated in accordance with the then-current CSU Auxiliary Organizations Policy and applicable law. The Corporation shall document the governing basis for each ex officio classification in the Board and Governance Tenure & Succession Register. A discretionary appointment shall not be classified as ex officio solely for purposes of avoiding an otherwise applicable term limit.

(c) Board and Governance Tenure & Succession Register. The Corporation shall maintain a Board and Governance Tenure & Succession Register reflecting, at a minimum, each Director's seat classification, initial service date, complete historical service, current term, consecutive service, applicable break-in-service requirement, eligibility status, vacancy or succession status, and planned replacement method.

(d) Eligibility Certification. Before the nomination, election, appointment, reappointment, or reelection of any non-ex officio Director, the Corporation shall verify and document eligibility under these Bylaws and the then-current CSU Auxiliary Organizations Policy. Historical service shall be reconciled and counted in accordance with the applicable CSU policy. Ex officio classifications shall be verified whenever the underlying University office or organizational structure changes.

(e) Transition. Existing Directors whose service is affected by the CSU governance term-limit requirements shall transition in accordance with the then-current CSU Auxiliary Organizations Policy, applicable law, and any implementation direction authorized by the University President or CSU that is applicable to the Corporation. Any transition determination shall be documented and applied consistently to similarly situated Directors.

Section 5.5.B. Board Competency, Succession, and Annual Governance Review.

The Board shall maintain a formal competency-based recruitment and succession process and a Board competency matrix. Recruitment, nomination, appointment, and succession planning shall preserve institutional knowledge while intentionally developing expertise in finance, investments, audit, enterprise risk, legal and governance, research and commercialization, real estate, technology, healthcare, economic development, workforce development, and commercial enterprise.

At least annually, the Board or its designated governance body shall review Board composition, competency coverage, tenure and succession status, Officer and covered committee chair eligibility, and anticipated vacancies, and shall document the review in the Board and Governance Tenure & Succession Register or related governance records.

Section 5.6. Voting. Each member of the Board shall have one vote. There shall be no proxy voting permitted for the transaction of any of the business of this corporation. Proxies may attend Board or Executive Committee meetings but are not permitted to vote.

Section 5.7. Vacancies. Subject to the provisions of Section 5226 of the California Nonprofit Public Benefit Corporation Law, any Director may resign effective upon giving written notice to the Chair or

Secretary of the Board, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be selected before that time to take office when the resignation becomes effective. Vacancies on the Board shall be filled by the University President. Each Director so appointed shall hold office until the expiration of the term of the replaced Director or until a successor has been appointed by the University President.

Any person selected or appointed to fill a vacancy shall satisfy the eligibility requirements of Section 5.5A before taking office. Service in a partial or unexpired term shall be counted for term-limit and consecutive-service purposes to the extent required by the then-current CSU Auxiliary Organizations Term Limits policy. A vacancy or vacancies on the Board shall be deemed to exist in case of the death, resignation, or removal of any Director, or if the authorized number of Directors is increased.

Directors may be removed without cause (a) by the University President, or (b) by a two-thirds (2/3) majority of the voting Directors then in office, subject to approval of the University President. No reduction of the authorized number of Directors shall have the effect of removing any Director before the expiration of the Director's term of office.

Section 5.8. Conflict of Interest.

No Director 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 contractual relationships are specifically not allowed:

(a) Any contract, other than an employment contract, directly between the Corporation and a Director.

(b) Any contract between the Corporation and a partnership or unincorporated association in which a Director is a partner, or an owner, or a holder, directly or indirectly, of a proprietorship interest.

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

Any Director who has a conflict and cannot divest himself/herself of such interest as specified in subsections a, b, and c above, shall be required to resign his/her Board position.

A Director must disclose any financial interest that could be affected by the action of the Board. Under these circumstances, the Director must recuse himself or herself from the action to approve the transaction on the Board's part. Failure to disclose may result in avoidance (voiding) of the contract.

Every Director shall be required to execute and deliver to the Secretary a written Conflict of Interest statement. Failure to do so shall be grounds for removal from the Board of Directors.

Section 5.9. 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 5.10. Inspection by Directors. Each Director shall have the right at any reasonable time to inspect all books, records, and documents and the physical properties of the corporation for a purpose reasonably related to such person's interest as a Director, provided that the 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 or the Director's 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.

ARTICLE VI
Meetings

Section 6.1. Place of Meetings.

(a) Meetings of the Board of Directors shall be held at any place within this State which has been designated from time to time by resolution of the Board or by written consent of all Directors. In the absence of such designation, regular meetings shall be held at the University.

(b) Any meeting may be held by conference telephone, through the internet, or by means of any other electronic communications equipment, as long as all Directors participating in the meeting can hear one another, and any members of the public in attendance can hear all of the Directors. All such Directors shall be deemed to be present in person at such meetings.

Section 6.2. Annual Meeting. An annual meeting of the Board of Directors shall be held during the month of May of each calendar year for the purpose of electing Directors and Officers of the corporation and for the transaction of such other business as may come before the meeting.

Section 6.3. Regular Meetings. Regular Meetings of the Board of Directors shall be held quarterly upon notice in accordance with Section 5 of this Article VI. The meetings should be scheduled in advance for the year.

Section 6.4. Special Meetings. Special meetings of the Board may be called in order to transact specific business of the corporation prior to the next regular meeting, as is necessary, and within the provisions of this Section, on at least twenty-four (24) hours' notice delivered personally or by mail, or by telephone, including a voice messaging system, facsimile, electronic mail, or other electronic means. The notice of any special meeting shall specify the time and place of the meeting and the business to be transacted. No other business may be conducted at such a special meeting of the Board.

Section 6.5. Notices.

(a) Notice of the time and place of any meeting of the Board of Directors, other than special meetings, shall be given at least seven (7) days in advance and delivered personally or sent by mail, electronic mail, or facsimile to each Director at his/her address as shown on the records of the corporation.

(b) If mailed, such notice shall be deemed to be delivered the next day during which regular mail deliveries are made after the day such notice is deposited in the U.S. Postal Service in a sealed envelope with postage prepaid. If notice is given by email or facsimile, such notice shall be deemed to be delivered when transmitted. The business to be transacted at any regular meeting of the Board shall be specified in the notice of such meeting.

(c) 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 6.6. 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 6.7. Quorum and Adjourned Meetings. A majority of the number of voting Directors in office shall constitute a quorum of the Board of Directors for the transaction of business, except to adjourn. 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.

A quorum of the Directors may adjourn any Board meeting to meet again at a stated date, time, and place; provided, however, that in the absence of a quorum, a majority of the Directors present at any regular or special meeting may adjourn the meeting to reconvene later. Notice of the date, time, place, and business to be transacted at such meeting shall be given to any Directors who were not present at the time the meeting was adjourned.

Section 6.8. Minutes of Meetings and Conduct. Written minutes of all meetings of the Board of Directors shall be kept. 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, or the law.

Section 6.9. Action Without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if a majority of the Board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

ARTICLE VII
Officers

Section 7.1. Officers. The officers of this corporation shall be Chair, Vice Chair, Secretary, Treasurer, and such other officers as the Board of Directors may appoint. The offices of Secretary and Treasurer

may be held concurrently by the same person. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the Chair.

Section 7.2. Election and Terms of Office. All Officers of the corporation shall be nominated by the University President and elected by the Board of Directors at its annual meeting (or if not at the annual meeting, as soon thereafter as may be conveniently scheduled). Each officer shall hold office for a term of one (1) year and until his or her successor shall have been elected, unless he or she shall sooner resign, be removed, or become ineligible to continue to serve in such capacity.

Elected Officers may be reelected, provided that no Board Officer term shall exceed two (2) years and no individual shall serve more than four (4) consecutive years in the same Board Officer role. After completing four (4) consecutive years in the same role, the individual shall complete a break in service of at least one (1) full year before returning to that same role. The then-current CSU Auxiliary Organizations Term Limits Policy shall remain controlling. Before nomination or election, Officer eligibility shall be verified and documented in the Board and Governance Tenure & Succession Register.

Section 7.3. Removal and Resignation. Any officer elected by the Board of Directors may be removed from office by a vote of a majority of 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 University President or any other officer 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 7.4. Vacancies. A vacancy in any office other than one occupied by a Vice President Director may be filled by the majority of the remaining Directors of the Board in accordance with the provisions of these Bylaws.

Section 7.5. Chair. The Chair shall lead the governance and deliberative work of the Board, preside at meetings of the Board of Directors, facilitate effective Board oversight, and perform such other governance duties as may be prescribed by the Board. The Chair's role is Board governance leadership. Corporate management authority shall be exercised by the Executive Director, within Board-approved delegations, except where the Board expressly provides otherwise.

Section 7.6. Vice Chair. In the absence or disability of the Chair, the Vice Chair shall perform all the duties of the Chair, and in so acting shall have the powers of the Chair. The Vice Chair shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 7.7. Secretary. The Secretary shall ensure that a full and complete record of the proceedings of the Board of Directors is maintained, shall affix the seal of this corporation to such papers and instruments as may be required in the regular course of business, shall make service of such notices as

may be necessary or proper, shall supervise the keeping of books of this corporation and shall discharge such other duties as pertain to the office or as prescribed by the Board of Directors.

Section 7.8. Treasurer. The Treasurer shall ensure the deposit of all funds of this corporation in such bank or banks as may be designated by the Board of Directors. Such funds shall be paid out only on the check of this corporation signed as directed by the Board of Directors. The Treasurer shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 7.9. Executive Director. The Executive Director shall be nominated by the University President and approved by the Board of Directors. The Executive Director shall be responsible for the Corporation's administration and operations; financial stewardship; internal-control environment; regulatory, contractual, and policy compliance; enterprise risk management; sponsored-program and externally funded activity administration; implementation of Board policy; audit and corrective-action remediation; and execution within the authority delegated by the Board through these Bylaws, Board resolutions, and the Delegation of Authority and Reserved Powers Framework.

The Executive Director shall establish and maintain effective management systems, policies, procedures, monitoring, and accountability mechanisms reasonably designed to safeguard Corporation assets, support accurate financial and operational reporting, ensure compliance with applicable law, CSU requirements, sponsor obligations, and Board policy, and promptly identify, escalate, and correct material deficiencies or noncompliance.

The Executive Director shall be accountable to the Board for organizational performance, compliance, internal controls, risk management, and the exercise of delegated authority, and shall provide the University President with information reasonably necessary for institutional and CSU oversight.

ARTICLE VIII
Committees

Section 8.1. 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 fixing of compensation of the Directors for serving on the Board or on any committee, should Article IV, Section 6 be amended to allow such compensation;

(b) The amendment or repeal of Bylaws or the adoption of any new Bylaws;

(c) The amendment or repeal of any resolution of the Board which by its express terms is not amendable or repealable;

(d) The appointment of other committees or the Directors thereof; or

The approval of any self-dealing transaction, as such transaction is defined in Section 5233(a) of the California Nonprofit Public Benefit Corporations Law.

Any such committee must be created, and the Directors thereof appointed, by resolution adopted by a majority of the Board of Directors then in office.

The University President shall serve as an ex officio voting member of each Board committee by virtue of office, except where applicable law, independence requirements, these Bylaws, or a Board-approved committee charter require otherwise. The University President shall appoint committee Chairs from eligible members except where these Bylaws or an approved charter provide another appointment method.

A Chair of a covered governance committee shall serve a term not exceeding two (2) years and shall not serve more than four (4) consecutive years as Chair of the same covered governance committee. After completing four (4) consecutive years in that Chair role, the individual shall complete a break in service of at least one (1) full year before returning to the same Chair role.

The then-current CSU Auxiliary Organizations Term Limits Policy shall remain controlling. Committee-chair service and eligibility shall be maintained in the Board and Governance Tenure & Succession Register and verified before appointment or reappointment. The Board may appoint alternate members of any committee to replace a member who resigns or leaves the committee. Non-Board members may participate in committees only to the extent permitted by applicable law and the applicable committee charter.

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.

Section 8.2. Standing Committees

The Corporation's Board of Directors shall have five (5) standing committees: Executive, Finance, Commercial Enterprises, Audit & Risk, and Research Enterprise Committee. Members of the Corporation's staff shall not have voting rights unless they are Directors and otherwise eligible to vote; however, the Executive Director, Auxiliary Financial Services, and/or their designees shall participate in committee meetings as required by these Bylaws or the applicable committee charter.

(a) Finance Committee. The Finance Committee shall oversee financial stewardship, including financial performance, annual and long-range planning, financial statements, annual budget, liquidity and reserves, treasury and investment, capital planning, debt and significant obligations, material transactions, operating policies, compliance, and long-term fiscal sustainability. The Finance Committee shall be comprised of the Chair of the Board, Secretary, Treasurer, one (1) student Board member, one (1) faculty Board member, and two (2) community members. The Treasurer shall serve as Chair if eligible under Section 8.1 and the then-current CSU policy; otherwise, the University President shall appoint another eligible member of the Finance Committee to serve as Chair.

A quorum in attendance is required for Finance Committee action. A quorum is one-half (1/2) of the Finance Committee, plus one. Any action taken requires a two-thirds (2/3) affirmative vote of the members present.

Members of the Finance Committee shall not have a material financial interest in any entity doing business with the Corporation. The Committee may select and appoint additional non-voting advisors from time to time to assist it in performing its duties.

(b) Commercial Enterprises Committee. The Commercial Enterprises Committee shall oversee the integrity, financial viability, contractual stewardship, vendor and market risk, revenue diversification, financial performance, capital requirements, service quality, customer and campus experience, and strategic direction of the Corporation's commercial programs. The Committee shall ensure that commercial enterprises serve their identified missions in support of the University.

The Commercial Enterprises Committee shall include at least one (1) faculty Board member and one (1) student Board member, and may include other eligible members or non-voting advisors as identified within the board governance matrix.

(c) Audit & Risk Committee. The Committee shall provide independent oversight of the Corporation's financial audit, Single Audit, and sponsored-program audit matters; audit findings and corrective actions; internal-control effectiveness; financial-reporting risk; regulatory and policy compliance; fraud and ethics; conflicts of interest; insurance and significant liability exposure; cybersecurity and information risk, where applicable; and material enterprise and operational risks. The Committee shall oversee the Corporation's enterprise risk management framework and the processes by which management identifies, assesses, analyzes, prioritizes, mitigates, implements responses to, monitors, and reports on material and emerging risks affecting the Corporation.

Risk oversight shall include, as applicable, risks associated with externally funded projects and sponsored programs; financial and treasury operations; commercial enterprises; employment and payroll; contracting and procurement; property and equipment; information technology and cybersecurity; regulatory compliance; insurance and claims; strategic initiatives; and other activities for which the Corporation has fiduciary, financial, contractual, compliance, or operational responsibility.

The Executive Director, if designated, or otherwise the Executive Director, shall be responsible for maintaining an enterprise risk-management process appropriate to the Corporation's activities and shall provide periodic reports to the Committee regarding material and emerging risks, management's risk assessments, mitigation strategies, implementation status, unresolved exposures, corrective actions, and matters requiring escalation to the Board of Directors. Management's risk-management process shall include, as appropriate, risk identification, risk assessment and analysis, risk response and mitigation planning, implementation, monitoring, reporting, and periodic review.

For externally funded projects and sponsored programs, management reporting shall include material risks associated with sponsor and award requirements; internal controls; financial management; cost allowability, allocability, and consistency; personnel costs and supporting

documentation; procurement; subrecipient oversight; property and equipment accountability; required financial and programmatic reporting; cybersecurity and data requirements; audit findings; corrective actions; and other material compliance obligations applicable to sponsored activity.

The Committee shall periodically report to the Board on material organizational risks, significant changes in risk exposure, unresolved audit or corrective action matters, and risks requiring the Board's attention. The Committee's role is oversight. Responsibility for identifying, managing, mitigating, accepting, and responding to operational risk remains with management.

The Audit & Risk Committee shall maintain an independence-oriented membership structure and an appropriately qualified Chair. To the extent required by applicable law, members of corporate management or staff, including the President or Chief Executive Officer and the Treasurer or Chief Financial Officer, shall not serve as members of the Committee.

Management, including the VP/CFO and Executive Director, shall provide information, reports, and management representation and shall attend meetings when requested by the Committee, except when the Committee determines that an independent or executive session is appropriate.

The Committee shall be separate from the Finance Committee, and its membership and Chair shall satisfy applicable independence requirements, including limitations on overlapping membership with the Finance Committee.

Members shall not have a material financial interest in any entity doing business with the Corporation. The Committee shall also perform the auditor-retention and termination, auditor-independence, audit-review and acceptance, and approval or oversight of permitted non-audit-services responsibilities required by the California Nonprofit Integrity Act and other applicable laws.

(d) Research Enterprise Committee. The Board shall establish a Research Enterprise Committee as a strategic, advisory, and explicitly non-fiduciary forum to support open communication, transparency, accountability, visibility of emerging opportunities, early identification of institutional dependencies and risks, cross-functional coordination, research-enterprise capacity development, governmental and community interface, academic engagement, and routing of recommendations to authorized decision-makers.

Participation shall include Academic Research, Sponsored Programs Administration, UEC, academic leadership, Government and Community Relations, University Advancement, Board leadership, and external expertise as appropriate.

The Research Enterprise Committee shall not exercise authority delegated to the Board or any Board committee and shall have no independent authority to enter into contracts, authorize expenditures, accept awards or gifts, direct management, approve projects, or bind UEC, CSUSB, or the CSU. Its functions are coordination, early identification of issues, and recommendations; all binding decisions shall be routed to the Board only when legally or expressly reserved; otherwise, existing delegated approval routes apply.

ARTICLE IX

Indemnification of Directors, Officers, and Other Agents

Section 9.1. Right of Indemnity. To the fullest extent permitted by law, the corporation shall indemnify its Board Members, 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 9.2. 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 9.3. 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 9.4. Insurance. The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Officers, Board Members, employees, and other agents, against any liability asserted against or incurred by any Officer, Board Member, employee, or agent in such capacity or arising out of the Officer's, Board Member's, employee's, or agent's status as such.

ARTICLE X

Contracts, Loans, Checks, Deposits

Section 10.1. 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 10.2. Loans. The Board of Directors shall not make any loan of money or property to or guarantee the obligation of any Director unless approved by the Attorney General.

Section 10.3. 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 10.4. Checks, Drafts, etc. All checks, drafts, or other orders for 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 10.5. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

ARTICLE XI
Miscellaneous

Section 11.1. 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 11.2. Rules. The Board of Directors may adopt, amend, or repeal rules consistent with these Bylaws for the management of the corporation's internal affairs and the governance of its Officers, agents, committees, and employees.

Section 11.3. Books and Records. The corporation shall keep correct and complete books and records of account and shall also keep records and minutes of the proceedings of the Board of Directors and committees. Copies of the minutes of the Board and committee meetings shall be regularly distributed to each member of the Board of Directors. The Corporation shall also maintain the Board and Governance Tenure & Succession Register, supporting Director, Officer, and covered governance committee-chair eligibility certifications, the Board competency matrix and annual governance review, Board-approved committee charters, the current Delegation of Authority and Reserved Powers Framework, and related governance-control documentation as official governance records of the Corporation.

Section 11.4. 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 11.5. 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 regular meeting of the Board of Directors by a majority of the members in office, provided that the amendment has been submitted in writing at the previous regular meeting or submitted in writing to Board members at least seven (7) days prior to the next regular meeting of the Board of Directors.

CAL STATE SAN BERNARDINO
University Enterprises Corporation

SECRETARY'S CERTIFICATE

THIS IS TO CERTIFY that the foregoing Bylaws of UNIVERSITY ENTERPRISES CORPORATION AT CSUSB have been duly adopted by the Board of Directors of this corporation at a meeting of said Board held on October 27, 2026.

IN WITNESS WHEREOF, the undersigned duly elected and acting Secretary of this corporation has signed this Certificate and affixed the seal of said corporation hereon this 2nd day of November 2026.

Taewon Yang
Taewon Yang (Nov 2, 2026 12:04:30 PST)

Taewon Yang
Board Secretary