

**BOARD OF DIRECTORS MEETING
PASADENA CITY COLLEGE FOUNDATION
ANNUAL BUSINESS MEETING and QUARTERLY REGULAR BUSINESS MEETING
Tuesday, June 20, 2017
7:30 a.m. Open Session
Pasadena City College
Circadian Room
1570 East Colorado Boulevard, Pasadena, California 91106**

AGENDA

Notice: Members of the public may request the opportunity to address the Board regarding any item on the agenda. To do so, please complete a "Request to Address the Board" form and give it to the Board Secretary prior to the deliberation of the agenda item. Individual speakers are limited to five minutes; total audience participation on any agenda item is limited to thirty minutes.

ANNUAL MEETING

I. CALL TO ORDER – Jim Sarni

II. OPEN SESSION (7:30 a.m.)

A. PUBLIC COMMENT ON NON-AGENDA ITEMS

The Brown Act prohibits the Board from discussing or taking action on any item not on the agenda.

B. INTRODUCTION OF GUESTS

C. ACTION ITEMS

- Pg. 3..... 1. Amendment to the Bylaws – Don Schweitzer
Pg. 18..... 2. Approval of Slate of Officers, Executive Committee, Advisors, Finance
and Investment Committee, Risk Management Committee and
Directors for 2017-2018 – Don Schweitzer

D. SPECIAL RECOGNITION

E. MOTION TO ADJOURN ANNUAL MEETING

QUARTERLY REGULAR BUSINESS MEETING

I. CALL TO ORDER – Jim Sarni

II. OPEN SESSION

A. PUBLIC COMMENT ON NON-AGENDA ITEMS

The Brown Act prohibits the Board from discussing or taking action on any item not on the agenda.

B. ANNOUNCEMENTS

III. ACTION ITEMS

- Pg. 22..... 1. Approval of Minutes of March 21, 2017 Quarterly Board Meeting

IV. REPORTS

A. COLLEGE PRESIDENT'S REPORT – Dr. Rajen Vurdien

Pg. 31..... B. TRUSTEE LIASION REPORT– Hoyt Hilsman

C. PCC FOUNDATION PRESIDENT'S REPORT – Jim Sarni

D. RISK MANAGEMENT REPORT – Don Schweitzer, Chair

E. BOARD DEVELOPMENT COMMITTEE – Sandi Mejia, Chair

F. OVERVIEW OF CAMPAIGN PROGRESS – Jack Scott

Pg. 38..... G. FINANCIAL REPORT – Jon Fuhrman

H. EXECUTIVE DIRECTOR'S REPORT – Bobbi Abram

I. ADJOURN QUARTERLY REGULAR BUSINESS MEETING

Pg. 73..... V. SUPPLEMENTAL MATERIALS

Pg. 76..... 1. Executive Committee Minutes – March 8, 2017
2. 2017-2018 Foundation Board & Committee Calendar

VI. FUTURE BOARD ACTIVITY DATES

A. Summer Reception, Home of Bill & Brenda Galloway, June 22, 2017 | 5:30 p.m.

B. Next board meeting: Tuesday, September 19, 2017

Bylaws of the Pasadena City College Foundation, Inc.

ARTICLE I

NAME

1.1 Name

The name of this corporation shall be the Pasadena City College Foundation, Inc. (herein referred to as “the Foundation”). The business of the corporation may be conducted as PCC Foundation.

ARTICLE II

PRINCIPAL OFFICE

2.1 Principal Office

The principal office for the transaction of business of the Foundation is hereby fixed and located at Pasadena, County of Los Angeles, in the State of California. The Board of Directors may at any time change the location of the principal office from one location to another within the Pasadena Area Community College District (PACCD).

ARTICLE III

SEAL

3.1 Seal

The seal of the Foundation shall bear the Pasadena City College logo.

ARTICLE IV

PURPOSES AND POWERS

4.1 Purpose

The Foundation is a non-profit corporation and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

The Foundation is an auxiliary organization of PACCD, formed and operating in accordance with the provisions of California Education Code §§72670 through 72682. The Foundation is formed and exists for the purpose of promoting the general welfare of PACCD and Pasadena City College (“PCC” or “the College”) in the following manner:

- By assisting and supporting the College in the attainment of educational, cultural, and scientific goals.
- By assisting and supporting the College in fulfilling its role in serving the community of which it is a part.
- By soliciting, raising, managing and distributing monies, properties, and other assets for the award of scholarships, loans and/or grants to students and College staff on the basis of need and/or merit, the construction or modification of buildings, the purchase or lease of equipment, and such other purposes as the Board of Directors may determine as appropriate consistent with the Articles of Incorporation and these Bylaws.

4.2 Powers

The Foundation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the Foundation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the Foundation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

4.3 Nonprofit Status and Exempt Activities Limitation.

(a) Nonprofit Legal Status. The Foundation is a California non-profit public benefit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

(b) Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of the Foundation shall take any action or carry on any activity by or on behalf of the Foundation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

(c) Distribution Upon Dissolution. Upon termination or dissolution of the Foundation, any assets lawfully available for distribution shall be distributed, as may be decided by a majority of the Board of Directors at a final regular meeting of the Board of Directors, to the PACCD General Fund or to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, exist for the purpose of benefitting the California community college system.

ARTICLE V

MEMBERSHIP

5.1 No Membership Classes

The Foundation shall have no members who have any right to vote or interest in the Foundation or to its assets.

ARTICLE VI

BOARD OF DIRECTORS

6.1 Number of Directors

The Foundation shall have a Board of Directors consisting of at least 3 and no more than 33 directors. Within these limits, the board may increase or decrease the number of directors serving on the board, including for the purpose of staggering the terms of directors.

6.2 Powers

All corporate powers shall be exercised by or under the authority of the board and the affairs of the Foundation shall be managed under the direction of the board, except as otherwise provided by law.

6.3 Term

- (a) All directors shall be elected to serve a three (3) year term.
- (b) Director terms shall be staggered so that approximately one third of the number of directors will end their terms in any given year.
- (c) Directors may serve terms in succession for no more than two (2) additional terms for a total of nine (9) years of continuous service.
- (d) After three (3) year terms, a director may be appointed as an advisor to the Board of Directors. After a one (1) year absence as a director, a person may be elected to the Board of Directors at the next annual meeting.
- (e) The term of office shall be considered to begin July 1 and end June 30 of the second year in office.

6.4 Qualifications and Election of Directors



In order to be eligible to serve as a director on the Board of Directors, the individual must be 18 years of age. Directors may be elected at any board meeting by the majority vote of the existing Board of Directors. The election of directors to replace those who have fulfilled their term of office shall take place at the Annual Meeting each year. The Superintendent/President of PACCD/PCC shall be a voting member of the Board of Directors. The current President of the Pasadena City College student governance group, currently known as the Associated Students, will serve as an Ex-Officio member of the Board with a one-year term coinciding with their term as Associated Students President.

6.5 Vacancies

The Board of Directors may fill vacancies due to the expiration of a director's term of office, resignation, death, or removal of a director at the time such vacancy occurs, or may leave the unfilled board position vacant until the next annual meeting of the Board of Directors. If the vacancy is filled at the time such vacancy occurs, the term of the new director shall be the balance of the term of the director being replaced in addition to the regular three (3) year term.

6.6 Removal of Directors

A director may be removed for cause by two-thirds vote of the Board of Directors then in office, if before any meeting of the board at which a vote on removal will be made, the director in question is given electronic or written notification of the board's intention to discuss her/his case and is given the opportunity to be heard at a meeting of the board. "Cause" shall include, but shall not be limited to:

- (a) The director is absent and unexcused from two or more meetings of the Board of Directors in a twelve month period. The board president is empowered to excuse directors from attendance for a reason deemed adequate by the board president. The board president shall not have the power to excuse him/herself from the board meeting attendance and in that case, the board vice president shall have the authority to excuse the president. Absent extenuating circumstances, if a director fails to give notice to the Foundation office that he or she will be absent from a board meeting, the absence shall be deemed unexcused.
- (b) Breach of any material duty or obligation under the Foundation's Articles of Incorporation, Bylaws or policies;
- (c) Conviction or plea of guilty or *nolo contendere* to any felony, or any misdemeanor (other than traffic violation) involving a crime of moral turpitude;
- (d) Any conduct that causes or may potentially cause material harm to the Foundation, including the reputation or mission of the Foundation;
- (e) Any act constituting an undisclosed conflict of interest, including as defined by Education Code Sections 72677 through 72679.

6.7 Board of Directors Meetings

- (a) Place of Meeting. Regular meetings of the Board of Directors shall be held at any place within PACCD.

7
(b) Compliance with Brown Act. Meetings of the Board of Directors shall be open to the public and conducted in accordance with and subject to the limitations of the Brown Act, Government Code §54950 *et seq.* and the notice and agenda of each meeting shall be posted in accordance therewith. Any vote taken shall be reported as required.

(c) Regular Meetings. The Board of Directors shall have a minimum of four (4) regular meetings each calendar year at times and places within PACCD fixed by the board. Regular board meetings shall be held upon 72 hours notice and the agenda of such meeting shall be posted in accordance with the Brown Act, Government Code §54950 *et seq.* Notice to directors shall be given by first-class mail, electronic mail, or facsimile transmission or delivered personally or by telephone. If sent by mail, facsimile transmission, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting.

(d) Annual Meeting. The regular meeting of the Board of Directors in the third quarter of each year is designated as the Annual Meeting of the Board of Directors, which shall serve as the principal organizational meeting for the purpose of election of directors, election of officers and the transaction of other business.

(e) Special Meetings. Special meetings of the board may be called by the president, vice president, or any two (2) other directors of the Board of Directors. Special board meetings shall be held upon 24 hours notice and the agenda of such meeting shall be posted in accordance with the Brown Act, Government Code §54950 *et seq.* Notice to directors shall be given by electronic mail, or facsimile transmission or delivered personally or by telephone. If sent by facsimile transmission, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the transmission system. Notice of meetings shall specify the place, day, and hour of meeting.

6.8 Manner of Acting.

(a) Quorum. A majority of the directors in office shall constitute a quorum for the transaction of business at that meeting of the board. No binding vote shall be taken on action by the board at any meeting at which a quorum is not present.

(b) Majority Vote. Except as otherwise required by law or by the articles of incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board.

(c) Hung Vote. On the occasion that directors of the board are unable to make a decision based on a tied number of votes, the president, or if the president is not present, the first vice president, shall have the power to swing the vote based on his/her discretion.

(d) Participation. No voting by proxy shall be permitted. Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or telephonic conference call.

6.9 No Compensation for Director Service

Directors shall receive no compensation for carrying out their duties as directors. The board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out board responsibilities.

6.10 Advisors to the Board

The Board may invite an individual to be an advisor to the Board whose role is consultative only. An advisor does not have voting privileges and is not considered a member of the board. An advisor is entitled to receive a board packet and shall be invited to attend the Directors' annual dinner. An advisor may serve on a Foundation standing or ad hoc committee.

ARTICLE VII

COMMITTEES

7.1 Standing Committees

- (a) The Board of Directors may, by the resolution adopted by a majority of the directors then in office, designate one or more Standing Committees, each consisting of two or more existing directors, to serve at the pleasure of the board. The Executive Committee, the Audit Committee and the Finance Committee are deemed Standing Committees. Membership on a Standing Committee shall be by election by the majority vote of the existing Board of Directors for a term of one year. The Superintendent/President of PACCD/PCC shall be a member of the Executive Committee.
 - (b) Any Standing 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:
 - (1) take any final action on matters which also requires board members' approval or approval of a majority of all members;
 - (2) fill vacancies on the Board of Directors or in any committee which has the authority of the board;
 - (3) amend or repeal Bylaws or adopt new Bylaws;
 - (4) amend or repeal any resolution of the Board of Directors;
 - (5) appoint any other committees of the Board of Directors or the members of these committees;
 - (6) expend corporate funds to support a nominee for director.
 - (c) Brown Act Compliance
- Standing Committees shall comply with the provisions of the Brown Act, Government Code §54950 *et seq.*
- (d) Meetings and Action of Standing Committees

Meetings and action of the Standing Committees shall be governed by and held and taken in accordance with the provisions of Article VI of these Bylaws concerning regular and special meetings of the Board of Directors. The Executive Committee shall meet monthly. The Finance Committee shall meet at least quarterly.

(e) Ratification of Actions by Standing Committees

Actions taken by the Standing Committees requiring approval pursuant to Education Code § 72675 shall be ratified by the Board of Directors.

7.2 Executive Committee

(a) Composition

The Executive Committee shall consist of the Superintendent/President of PACCD/PCC, all officers of the Board of Directors, and up to ten (10) additional existing directors elected by the Board of Directors at the annual meeting, to a maximum of sixteen (16) Executive Committee members. The immediate past board president may be appointed as an advisory member of the Executive Committee.

(b) Authority

The Executive Committee shall have and exercise all of the power of the Board of Directors of the Foundation between meetings of the Board. Written reports of the actions of the Executive Committee shall be submitted to the Board of Directors at its next quarterly meeting.

7.3 Ad Hoc Committees

The board president may designate one or more Ad Hoc Committees, each consisting of two or more existing directors, to serve at the pleasure of the board. Ad Hoc Committees may also include members of the community. Ad Hoc Committees advise the Executive Committee and/or the Board of Directors on matters related to the purpose for which the Ad Hoc Committee was formed. Ad Hoc Committees shall have no authority to take action.

ARTICLE VIII

OFFICERS OF THE BOARD

8.1 Board Officers

The officers of the Foundation shall be a board president, vice president, secretary, and treasurer, all of whom shall be existing directors and shall be chosen by, and serve at the pleasure of, the Board of Directors. Each board officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the board or by direction of an officer authorized by the board to prescribe the duties and authority of other officers. The

board may also appoint additional vice presidents and such other officers as it deems expedient for the proper conduct of the business of the Foundation, each of whom shall have such authority and shall perform such duties as the Board of Directors may determine. One person may hold the offices of secretary and treasurer, but no board officer may act in more than one capacity where action of two or more officers is required.

8.2 Term of Office

Each officer shall serve a one (1) year term, elected by a majority of the existing board members. The term shall run from July 1 to June 30. The president may not serve more than two (2) consecutive terms of office.

8.3 Removal and Resignation

The Board of Directors may remove an officer at any time, for cause. "Cause" shall include the causes listed in Section 6.6 but may include other causes as the Board of Directors may determine. Any officer may resign from his or her position as an officer of the Foundation. Such resignation shall not prevent the individual from being re-elected to an officer position of the Foundation in the future.

8.4 Board President

The board president shall lead the Board of Directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the Board of Directors, and shall perform all other duties incident to the office or properly required by the Board of Directors.

8.5 Vice President

In the absence or disability of the board president, the ranking vice president or vice president designated by the Board of Directors shall perform the duties of the board president. The designation "first vice president" shall mean the ranking vice president. When so acting, the vice president shall have all the powers of and be subject to all the restrictions upon the board president. The vice president shall have such other powers and perform such other duties prescribed by the Board of Directors or the board president. The first vice president shall normally accede to the office of board president upon the completion of the board president's term of office.

8.6 Secretary

The secretary shall keep or cause to be kept a book of minutes of all meetings and actions of the Board of Directors and Standing Committees. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The secretary shall cause notice to be given of all meetings of directors and Standing Committees as required by the Bylaws. The secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the board president.

8.7 Treasurer

The treasurer shall be the lead director for oversight of the financial condition and affairs of the Foundation. The treasurer shall oversee and keep the Board of Directors informed of the financial condition of the Foundation. In conjunction with other directors and/or the Executive Director of the Foundation, the treasurer shall oversee budget

preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the Foundation, are made available to the Board of Directors on a timely basis or as may be required by the Board of Directors. The treasurer shall perform all duties properly required by the Board of Directors or the board president. The treasurer may appoint, with approval of the board a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the treasurer. The treasurer shall serve as the chairperson of the Finance Committee.

ARTICLE IX

EXECUTIVE DIRECTOR

9.1 Executive Director

The Executive Director is an employee of PACCD and shall be appointed by the Superintendent/President of PACCD/Pasadena City College to serve the Foundation.

The Executive Director shall be the chief executive officer of the Foundation responsible for the business and operations of the Foundation, the office, staff and personnel. The Executive Director shall perform those duties prescribed by the Board of Directors, shall formulate plans and advise on policies for the accomplishment of the Foundation's objectives, and shall be responsible for the management and implementation of the Foundation's policies as adopted by the Board of Directors.

ARTICLE X

FINANCIAL AUDIT

10.1 Time and Report of Results of Audit

The Audit Committee shall ensure that the financial books and records of the Foundation shall be audited within three (3) months following the close of the fiscal year. The results of such audit shall be presented to and received by the Board of Directors at the first regular meeting of the Board of Directors following the issuance of such report. Such audit shall be presented to the Board of Trustees of PACCD.

ARTICLE XI

CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS

11.1 Contracts and other Writings

Except as otherwise provided by resolution of the board or board policy, all contracts, grants, and other agreements of the Foundation shall be executed on its behalf by the Executive Director or other persons to whom the board of director has delegated authority to execute such documents in accordance with policies approved by the Board of Directors. The Executive Director shall have the authority to execute documentation acknowledging acceptance of donations by the Foundation, such documentation serving as the equivalent of a resolution of the Board of Directors for that purpose until the next meeting of the Board of Directors when a resolution shall be adopted.

11.2 Checks, Drafts

Checks issued in the name of the Foundation shall be signed as follows:

- Checks less than \$1,000 may bear one signature of the Executive Director or the Director of Operations of the Foundation.
- Checks of \$1,000 or more but less than \$10,000 shall require signatures of any two of the following: Executive Director, Director of Operations, or any officer of the Board of Directors.
- Checks of \$10,000 or more shall require two signatures: (1) The Executive Director or the Director of Operations, and (2) Any officer of the Board of Directors.

11.3 Deposits

All funds of the Foundation shall be deposited from time to time to the credit of the Foundation in such banks, trust companies, or other depository as the Board of Directors or Standing Committee may select.

11.4 Loans

No loans or encumbrances against Foundation funds or assets shall be contracted on behalf of the Foundation and no evidence of indebtedness or encumbrance shall be issued in its name unless authorized in advance by resolution of the Board of Directors.

11.5 Indemnification

The Foundation shall indemnify any director or former director who is or was 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 director of the Foundation and was acting in that capacity at the time of the acts or omissions that are the subject of the proceeding, provided that such person (a) conducted himself in good faith, (b) reasonably believed that his or her conduct was in the best interests of the Foundation, and (c) his or her conduct was not opposed to the best interests of the Foundation. No person shall be entitled to indemnification under this Section either (a) in connection with a proceeding brought by or in the right of the Foundation in which the director was adjudged liable to the Foundation or (b) in connection with any other proceeding charging improper personal benefit to the director or former director, whether or not involving action in his or her official capacity, in which he or she is ultimately adjudged liable on the basis that he or she improperly received personal benefit. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon 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 otherwise failed to meet the standard of conduct set forth in this Section.

Any indemnification under this Section (unless ordered by a court) shall be made by the Board of Directors only as authorized in each specific case upon a determination that indemnification of the director or former director is permissible under the criteria set forth above. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum of disinterested directors who at the time of the vote are not, were not, and are not threatened to be made parties to the proceeding, or (b) if such a quorum cannot be obtained, by the vote of a majority of the members of a committee of the Board of Directors designated the board, which committee shall consist of two or more disinterested directors who are not, were not, and are not threatened to be made parties to the proceeding, or (c) if such a quorum of the Board of Directors cannot be obtained or such a committee cannot be established, or even if a quorum of the Board of Directors so directs, then by independent legal counsel selected by the Board of Directors in accordance with the preceding procedures.

Indemnification under this Section shall be against expenses (including reasonable attorneys' fees), liability, judgments, and fines, actually and reasonably incurred by such person in connection with such proceeding, and

amounts paid in settlement of such proceeding provided that any settlement amount to be indemnified is approved by the Board of Directors in advance of consummation of any settlement agreement. The determination of reasonableness of the amount of any indemnification sought shall be made by the Board of Directors or a committee thereof or by independent legal counsel following the same procedure set forth above.

ARTICLE XII

MISCELLANEOUS

12.1 Books and Records

The Foundation shall keep correct and complete books and records of account and shall keep minutes of all meetings of and actions taken by the Board of Directors and by the Standing Committees of the Board of Directors. In addition, the Foundation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

12.2 Fiscal Year

The fiscal year of the Foundation shall be from July 1 to June 30 of each year.

12.3 Conflict of Interest

The Board of Directors shall adopt and periodically review a conflict of interest policy to protect the Foundation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, or member of a committee with board-delegated powers.

12.4 Nondiscrimination Policy

It is the policy of the Foundation not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, disability, veteran's status, political service or affiliation, color, religion, or national origin. The directors, officers, committee members, employees, agents and persons served by the Foundation shall be selected entirely on a nondiscriminatory basis with respect to any class of persons protected from discrimination under federal and state law.

12.5 Amendment of Bylaws

These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the Board of Directors then in office at a meeting of the board, provided, however,

- (a) that no amendment shall be made to these Bylaws which would cause the Foundation to cease to qualify as a tax exempt corporation under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.
- (b) that an amendment does not affect the voting rights of directors.
- (c) that all amendments be consistent with the Articles of Incorporation.

ARTICLE XIII**AMENDMENT OF ARTICLES OF INCORPORATION**

13.1 Amendment

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the Board of Directors.

CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws of Pasadena City College Foundation, Inc..were approved by the Board of Directors on _____, 2017 and constitute a complete copy of the Bylaws of the Foundation.

Secretary _____

Date: _____

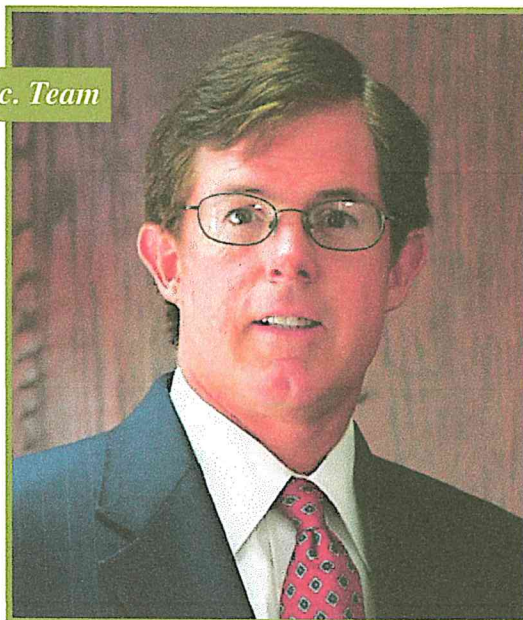
Approved March 21, 2017

STANISLAWSKI & COMPANY, INC.

Meet a member of the Stanislawski & Company, Inc. Team

At Stanislawski & Company, Inc., we know that it takes talent to succeed in today's competitive business environment. We are pleased to introduce to you a key member of our team of talented professionals. This team approach to serving your needs allows Stanislawski & Company, Inc. to match your needs with the experts who are most suited to your business.

Charles G. Stanislawski, M.B.T., C.P.A.



Professional Experience

Chuck Stanislawski has been providing expertise in tax, accounting and consulting to Stanislawski & Company's clients for close to 30 years. He specializes in many forms of businesses including real estate, manufacturing, and retail businesses. He also has extensive expertise in estates and trusts, probate accounting, private foundations and non-profit organizations.

Chuck Stanislawski launched his career at Deloitte, Haskins and Sells, now Deloitte, in Los Angeles in 1979. There he specialized in financial audits and accounting and tax services for medium to large businesses in a wide variety of industries. In 1985, he purchased Stanislawski & Company from his father who founded the firm almost 50 years ago.

Speaker and Author

As a popular public speaker, Chuck enjoys addressing numerous professional groups and local community organizations. His articles have appeared in various entertainment, business and real estate publications.

Affiliations

On behalf of Stanislawski & Company, Inc., Chuck serves as founding member of the International Society of Certified Public Accountants and is a member of the American Institute of Certified Public Accountants. He has served on the board of numerous organizations, including University of Southern California School of Accounting, Pasadena Museum of History – Vice President, CPA Law Forum, Pasadena Civic Auditorium (Emmy Awards) – Treasurer, Pasadena Chamber Political Action Committee – Treasurer, Pediatric Orthopedic Institute – Chairman, Los Angeles Estate and Trust Committee – Chairman, and member of the Archdiocese of Los Angeles Estate & Trust Committee appointed by His Eminence Cardinal Roger Mahony. Mr. Stanislawski was also appointed by the mayor as a City of Pasadena Commissioner.

Education

Chuck Stanislawski holds both a Bachelor's degree in Accounting and a Master's degree in Business Taxation from the University of Southern California.

Family, Hobbies & Interest

Chuck is the proud father of three daughters. Along with his lovely wife, they all live on a lake in Pasadena. Besides his family, his next greatest passion is polo where he competes at four local polo clubs and has played internationally.

STANISLAWSKI & COMPANY, INC.
729 MISSION STREET, SUITE 100
SOUTH PASADENA, CA 91030
PHONE: 626.441.0330
FAX: 626.441.3933
WWW.STANISLAWSKIANDCOMPANY.COM

R.C. Schrader

Managing Director – Latino Practice Group

Bolton & Co

Mr. Schrader possesses 30 years of experience in the private and public sectors dealing with international sales and marketing and public and government relations. His ambicultural and entrepreneurial philosophy has afforded a career in quantitative expansion of international relationships in the United States and Latin America.

In 1993 Mr. Schrader was appointed by Governor Pete Wilson as Director of the California Trade & Commerce Agency in Mexico to oversee California's \$30 billion bilateral commercial interests with Mexico, Central and South America. After 5 years in Mexico, Mr. Schrader returned to the private sector in California to head up the International Development for Global Communications Network. He was responsible for establishing a corporate subsidiary in Mexico to run and operate a full service telecommunications platform and switch.

A year later, he joined GroupEx as Director of Strategic Corporate Development and International Affairs. Under his direction, GroupEx expanded its operations in 11 Latin American countries encompassing Mexico, Central and South America and throughout the Caribbean.

Throughout his career, he noticed the lack of well-thought-out risk management services for Latino owned businesses in the USA. Utilizing his vast relationships within the Latino community, Mr. Schrader broadened his international career to service this industry sector.

At Bolton & Co, Mr. Schrader has built the Latino Practice Group that houses an accomplished team of bi-lingual and bi-cultural insurance professionals. The mission of the Latino Practice Group is to provide exemplary risk management and compliance services specifically cogitating the business enterprise of Latino owned businesses.

Mr. Schrader studied at UCLA. He has been honored to receive multiple awards and recognitions throughout his career for his professional accomplishments and philanthropic participation. He currently sits on the boards of the Los Angeles Latino Chamber of Commerce, Virtual Entrepreneur Network. Previous positions include the boards of White Memorial Medical Center, the Boys Scouts of American and business advisory boards of SoCal Tech Group, NAFIN, and Asociación de Empresarios Mexicanos.

Diane C. Rankin
 643 S. Oak Knoll Ave.
 Pasadena CA 91106
 (626) 213-7356
 Email: diane.c.rankin@gmail.com

Professional Background:

- 2015- Present **Northern Trust**
 Vice President, Wealth Strategist, Pasadena CA
- 1992-2015 **Fidelity Investments**
 Vice President, Senior Branch Manager, Pasadena CA
 Vice President, Branch Manager, Houston, TX
- 1991-1992 **CIGNA Financial Services**
 Estate Planner, San Diego, CA
- 1989-1990 **Shearson Lehman Hutton**
 Financial Consultant, Rancho Santa Fe, CA
- 1980-1988 **Flute Soloist**, Represented by Columbia Artists Management, New York
 Performed throughout the United States, South America, Hong Kong, Japan
 Featured artist on recording, *Music for Flute and Harp*, Grand Prix Records
- 1974-1989 **Member, Los Angeles Chamber Orchestra**
Member, Los Angeles Opera Orchestra
Member, Pasadena Symphony
- 1979-1989 Faculty Member, **Occidental College**, Los Angeles, CA

Community Involvement:

- 2003-Present Board Member, Pasadena Symphony and Pops
 President of the Board, 2007-2010 and 2012-2014
- 2005-Present Board Member/Leadership Advisory Council, Pasadena Educational Foundation
- 2014-Present Member, Annandale Golf Club
 Treasurer, Annandale Women's Golf Association
- 1998-2003 Board member, Houston Friends of Music
 Vice President, Development
- 2011 Executive Leadership Team Member, American Heart Association

Honors:

- May 2009 Honored, *12 Wonder Women*, Pasadena Magazine
 May 2011 Finalist, *Jewels of Pasadena*, Rose Magazine

Education:

- 1974 B.A., Psychology, University of Southern California

- Licenses:** Securities Series 7, 8, 63, 65, CA Insurance

PASADENA CITY COLLEGE FOUNDATION
2017-2018 PRIMARY SLATE OF DIRECTORS

Term Ending 2018	Term Ending 2019	Term Ending 2020
Vivian Chan	(OPEN)	Bill Goldmann
Scott Bell	John Gregory	Jon Fuhrman
Ken Hemming^	(OPEN)	Bill Hawkins
Clara Potes-Fellow	Stephen Kanter	Preston Howard
Jim Sarni	Jim Kossler	Susan Kinney
Lonnie Schield^	Sandi Mejia	Gloria Pitzer
Don Schweitzer	Theodore Samuels	Diane Rankin
Jack Scott	Phyllis Specht	Estela Richeda
Greg Sun	Ladd Thomas	R.C. Schrader
(OPEN)	(OPEN)	Charles Stanislawski
(OPEN)	Wade Winter	Rajen Vurdien
		AS President, Ex-Officio Kiely Lam

The shaded area indicates the current nominees. The remaining names are for informational purposes only.

^= Will have completed three terms. When term is completed, must be off the board one year before eligible for re-election.

Pasadena City College Foundation
Executive Committee
SLATE OF OFFICERS AND AT-LARGE MEMBERS
2017-2018

President	Jim Sarni
Vice President	Bill Hawkins
Secretary	Don Schweitzer
Treasurer	Wade Winter
Past President	John Gregory

At-Large Members

Scott Bell

Jon Fuhrman

Sandi Mejia

Gloria Pitzer

Clara Potes-Fellow

Lonnie Schield

Jack Scott

Rajen Vurdien, *Superintendent-President, Pasadena City College*

Wade Winter

Hoyt Hilsman, *Board of Trustees' Liaison*

ADVISORSCurrent

Don Anderson

Hon. Carol J. Liu

Gwendolyn Bishop

Bobbie Moon

Robert L. Cheney

William Opel, Ph.D.

Melvin Cohen

Dianne Philibosian

Richard Cupp

Dick Ratliff

John C. Cushman

Janet J. Rose

Julie D. Gallant

Lisa A. Sugimoto, Ed.D.

William J. Galloway

William E. Thomson, Jr.

Don Hopf

Winston Uchiyama, Ph.D.

Mark Ladesich

2017-2018 Finance and Investment Committee

Wade Winter, Chair

James Sarni

Jon Fuhrman

Lonnie Schield

Richard Cupp

Bill Hawkins

Stephen A. Kanter, M.D.

Mark Ladesich

The Board Meetings, Executive Committee Meetings, and Finance & Investment Committee meetings are governed under Brown Act laws and, therefore, open to the public. **Anyone can attend any meeting.**

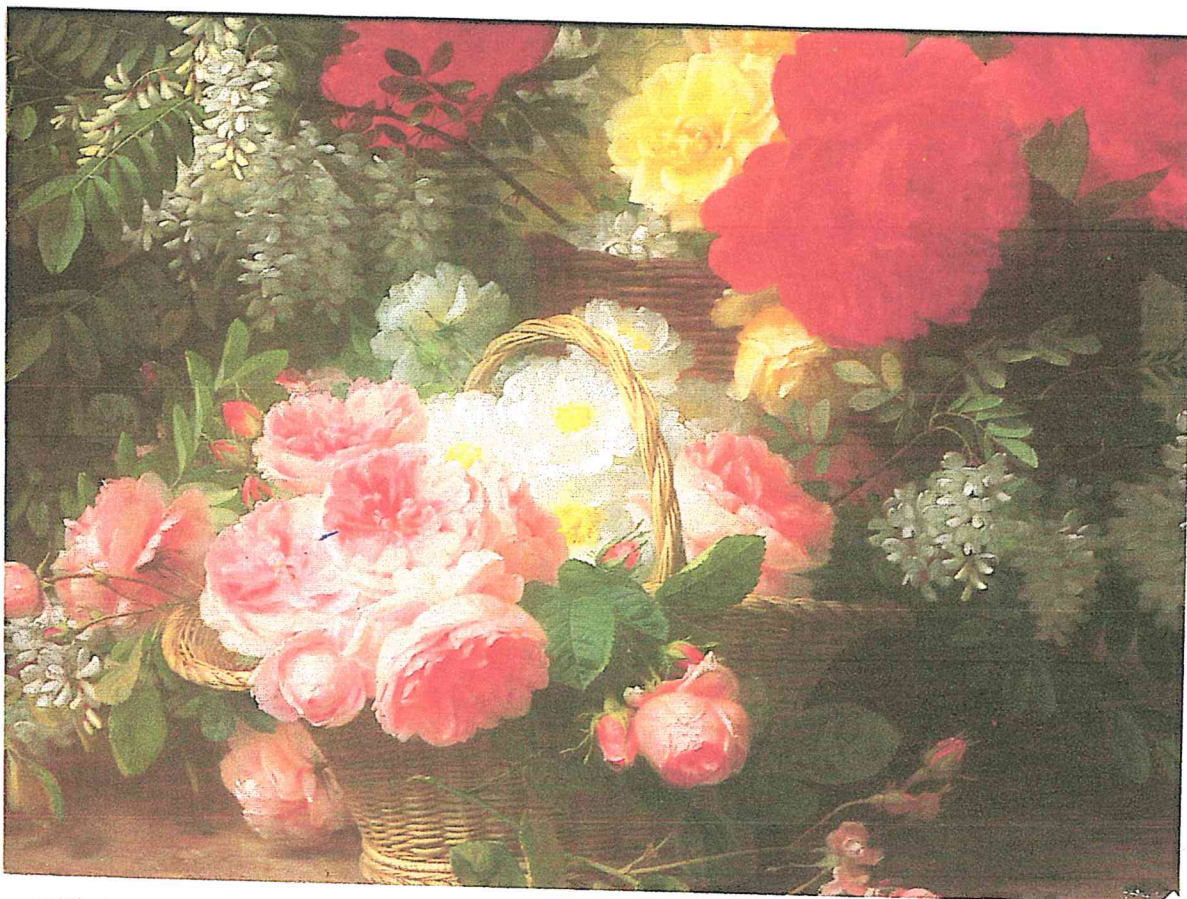
Risk Management Committee

Don Schweitzer, Chair

Gloria Pitzer

Bill Hawkins

Lonnie Schield



Dear Bobbie, Ocie & the Board of the
PCC Foundation,

Thank you again so much for providing
us a perfect location for Shirley's Memorial.
We miss her & hope she watched from
above & smiled!

Thank you Bobbie & Ocie for all of your
help & guidance. It really was a perfect
day.

Enclosed is a check we received from
the Masuda's for the Foundation.

- The Burt Family -
Chris, Brenda, Kelley & Julie

P.S. - Thanks Bobbie for the fruit basket. It was Yummy!

**BOARD OF DIRECTORS MEETING
PASADENA CITY COLLEGE FOUNDATION
MINUTES OF THE QUARTERLY REGULAR BUSINESS MEETING
Tuesday, March 21, 2017
7:30 A.M.
Pasadena City College
Circadian Room
1570 East Colorado Boulevard, Pasadena, California 91106**

Page 1

The Board of Directors of the Pasadena City College Foundation met on Tuesday, March 21, 2017 in the Circadian Room, Pasadena City College, located at 1570 East Colorado Boulevard, Pasadena, California 91106.

I. CALL TO ORDER, ATTENDANCE

The meeting was called to order at 7:35 a.m. by Mr. Jim Sarni, President.

Board of Directors Present:

Mr. Scott Bell
Ms. Vivian Chan
Mr. Jon Fuhrman (Treasurer)
Dr. Bill Goldmann
Mr. William Hawkins
Mr. Ken Hemming
Mr. Preston Howard
Dr. Stephen Kanter
Dr. Jim Kossler
Ms. Gloria Scharre-Pitzer
Ms. Clara Potes-Fellow

Ms. Estela Richeda
Mr. Ted Samuels
Mr. Jim Sarni (President)
Mr. Lonnie Schield
Mr. Don Schweitzer (Secretary)
Dr. Jack Scott
Ms. Phyllis Specht
Mr. Gregory Sun
Dr. Ladd Thomas
Dr. Rajen Vurdien, Superintendent-President
Mr. Wade Winter

Board of Directors Absent:

Mr. John Gregory (Past President)
Ms. Susan Kinney
Mr. Mark Ladesich

Ms. Sandi Mejia-Ramirez
Mr. Ken Ott

Board of Trustee Liaison Present:

Mr. Hoyt Hilsman

Advisors Present:

Mr. Mel Cohen
Dr. William Opel

Foundation Staff Present:

Ms. Bobbi Abram, Executive Director
Ms. Kris McPeak, Director of Operations
Ms. Ocie Kara-Simonyan, Administrative Assistant II
Ms. Peggy Brickert, Business Analyst Specialist
Ms. Elaine Cartas, Interim Development Manager
Ms. Patricia Pejoumand, Accountant

Guest:

Mr. Pend Armistead, Major Gifts Campaign Consultant
Ms. Nancy Davis, Consultant
Mr. Alex Boekelheide, Executive Director, Strategic Communications & Marketing

II. OPEN SESSION

A. ANNOUNCEMENTS AND RECOGNITIONS

Ms. Abram made a special tribute to Shirley Burt. Ms. Burt was an influential board member who has been on the Foundation Board for 17 years. Memorial services will be held on campus in the Westerbeek Recital Hall on April 23rd.

Mr. Sarni congratulated Ted Samuels as the newest member to the Foundation Board.

Mr. Sarni announced a Board photo will be taken today.

B. PUBLIC COMMENT ON NON-AGENDA ITEMS

There was no public comment.

C. COLLEGE PRESIDENT'S REPORT

Dr. Vurdien reported the college is no longer on accreditation probation. He thanked faculty, students and the leadership of the Foundation for their ongoing support.

Dr. Vurdien was in Washington last week where they announced PCC is one of the top ten community college's in the nation competing for the Aspen Award.

Enrollment for spring is doing well; the numbers are slightly above last year.

Dr. Vurdien informed the Board the college did not receive the Promise Grant. He mentioned the runner ups all had one thing in common – the colleges had a Promise program scholarship implemented already.

The big announcement that the college will be announcing later this semester is the PCC Promise Program. Starting this Fall, students who meet eligibility requirements will receive one year of their PCC education completely free of student fees. Qualifying students who graduate from a high school within PCC's district and enroll the Fall Semester after graduation will be eligible for the program. Other guidelines apply to the PCC Promise.

The Board of Trustees is looking into a resolution to make the students feel safe and comfortable at the college in light of recent federal administration policies.

D. ACTION ITEMS

1. Approval of Minutes of March 21, 2017 Quarterly Board Meeting

MOTION: ON MOTION OF Dr. Kanter and seconded by Dr. Goldmann, the Board voted by a unanimous vote of the twenty-two members present (Bell, Chan, Fuhrman, Goldmann, Hawkins, Hemming, Howard, Kanter, Kossler, Pitzer, Potes-Fellow, Richeda, Samuels, Sarni, Schield, Schweitzer, Scott, Specht, Sun, Thomas, Winter and Vurdien) to approve the minutes of the Board of Directors Meeting held on March 21, 2017.

2. Approval of Amending Sections 6.3(d) and 6.10 of the Bylaws

MOTION: ON MOTION OF Mr. Howard and seconded by Mr. Hawkins, the Board voted by a unanimous vote of the twenty-two members present (Bell, Chan, Fuhrman, Goldmann, Hawkins, Hemming, Howard, Kanter, Kossler, Pitzer, Potes-Fellow, Richeda, Samuels, Sarni, Schield, Schweitzer, Scott, Specht, Sun, Thomas, Winter and Vurdien) to approve amending sections 6.3(d) and 6.10 of the Bylaws.

Mr. Sarni asked Ms. Abram to speak about the two proposed amendments to the Bylaws.

- (1) Renaming advisory board members as Advisors, to comply with new California Corporate law (section 6.3(d) and section 6.10); and
- (2) Including the President of the Associated Students as a voting, but ex-officio member of the Board (section 6.4).

After discussion about the age limit of directors, the board chose to gather more information about section 6.4, but called a vote on sections 6.3(d) and 6.10.

III. PRESENTATIONS/REPORTS

A. Financials

Mr. Fuhrman mentioned the statement of activities on pg. 27 of the packet, which shows fiscal year to date summary of \$26 million – it's a 5% increase. Also, the investment income is doing great.

B. PCC President's Report

Mr. Sarni said the Board Development Committee is working hard – the major task at hand is to ensure that the Foundation has a very robust pipeline of people. A set of criteria has been created and nominee forms have been disbursed.

C. Major Gifts Campaign Report

Dr. Scott is excited to serve as the chair of the Major Gifts Campaign. He said the campaign will be focused on these four areas – Scholarships, CTE, Fine Arts and Athletics.

Solicitation period has begun and the board will be the first to be asked. He encouraged the board to have 100% participation.

D. Executive Director's Report

Ms. Abram emphasized what a huge win this for the college to have Dr. Scott chair this campaign.

Ms. Cartas has been working with donor Nick Boone on a pilot program for CTE students who are ready to go into the workforce but lack the tools for the field. The Boone Foundation donated \$50K for this program and will have an event on May 22nd to award these well-deserved students with tools for their desired field.

Ms. Abram noted Ms. Davis is working on cultivating activities like the one coming up – Octavia Butler.

There will be Foundation Summer Reception honoring the President's Circle Members at the home of Bill & Brenda Galloway on June 22nd.

IV. ADJOURNMENT

Mr. Sarni thanked all for a productive meeting and adjourned at 8:52 a.m.

MOTION:

ON MOTION OF Mr. Howard and seconded by Mr. Schweitzer, the Board voted by a unanimous vote of the twenty-two members present (Bell, Chan, Fuhrman, Goldmann, Hawkins, Hemming, Howard, Kanter, Kossler, Pitzer, Potes-Fellow, Richeda, Samuels, Sarni, Schield, Schweitzer, Scott, Specht, Sun, Thomas, Winter and Vurdien) to adjourn the Quarterly Regular Business Meeting held on Tuesday, March 21, 2017.

MOTIONS CARRIED – March 21, 2017

- 1) To approve the minutes of the Board of Directors Meeting held on December 20, 2016.
- 2) To approve amending section 6.3(d) and 6.10 of the Bylaws.
- 3) To adjourn the Quarterly Regular Business Meeting held on Tuesday, March 21, 2017.

AGREEMENT BY AND BETWEEN
PASADENA AREA COMMUNITY COLLEGE DISTRICT
AND
PASADENA CITY COLLEGE FOUNDATION, INC.

Replacement for PCC CONTRACT N. B-98053-2

This Agreement is made and entered into effective as of _____ by and between the Pasadena Area Community College District ("District") and the Pasadena City College Foundation, Inc. ("Foundation"), an auxiliary organization established and operated as an integral part of the District.

I. PURPOSE

The purpose of this Agreement is to establish the relationship between the District and the Foundation for the Foundation's solicitation and administration of gifts, bequests, devises, endowments and trusts on behalf of and for the benefit of the District.

II. AREAS OF SERVICE

The Foundation, through this Agreement and all amendments hereto, may administer functions and activities as defined in Section 59259 of Title 5, California Administrative Code. Other services may be provided if first approved by the Board of Governors of the California Community Colleges.

III. USE OF FACILITIES

The Foundation may occupy, operate and use District facilities and property, separately or jointly, with the District as determined by the District. The District will provide appropriate office space in a location within the District's facilities; however, District reserves the right to change or modify the location in its sole discretion. The District will not charge or obligate the Foundation for any charge not first approved in writing by the Board of Directors of the Foundation.

The Foundation shall use the facilities and property only for those services and functions that are consistent with the policies, rules and regulations, which have been or may be adopted by the Board of Trustees of the Pasadena Area Community College District.

The right to use any of the District facilities or equipment included in this Agreement or amendments shall cease upon written notice by the District Superintendent/President that the facilities are needed for the exclusive use of the District; provided, however, that before any such decision is made, the Superintendent/President will confer with the officers of the Board of Directors of the Foundation and provide not less than thirty (30) days for the Foundation to vacate such facilities or cease to use such equipment.

IV. DISTRICT EMPLOYEES

The District shall assign District employees to devote work time to the Foundation, the amount and nature of which shall be determined by the District in consultation with the Board of Directors of the Foundation. Such employees shall at all times be employees of District only, and will be subject to and governed by the District's regular policies and procedures. The District shall retain exclusive authority with respect to all employment issues concerning such employees, including but not limited to, as applicable, renewal and negotiation of employment agreements, right of assignment, salary and wages, benefits, discipline and termination (subject to any applicable collective bargaining or meet and confer agreement). Notwithstanding the foregoing, the Foundation, may evaluate and provide input into employment decisions by the District with respect to District employees assigned to the Foundation as of the effective date of this Agreement, a complete list of District employees assigned to the Foundation and a list of their duties to determine the amount that will be reimbursed to the District by the Foundation is attached hereto as Attachment A and incorporated into this Agreement by reference. Attachment A may be reviewed annually at the request of the College or Foundation and may be amended by mutual agreement of the parties.

V. REIMBURSEMENT FOR PROFESSIONAL AND EMPLOYEE SERVICES AND FACILITIES

Accounting and recordkeeping services provided by the District at the request of the Foundation shall be reimbursed by the Foundation. The Foundation shall be solely responsible for payment for accounting or recordkeeping services it retains.

The Foundation will reimburse the District for the cost of District employees assigned to provide services to the Foundation and for use of District facilities as outlined in Attachment A.

The Foundation shall bear its own out-of-pocket costs for the activities of the Foundation.

The independent CPA firm retained to audit the District will also audit the Foundation. The costs of those additional services shall be paid by the Foundation.

VI. DISTRICT RIGHT OF OVERSIGHT

The activities of the Foundation shall be initially determined, supervised and approved by the Foundation Board of Directors. Such activities shall include those of the Foundation Executive Director. The Foundation Board of Directors shall adopt policies and procedures and take actions consistent with its By-laws and all applicable statutes and regulations for the purpose of raising funds and investment and disbursement of funds and administration in relation thereto. The Foundation Board shall be the initial and primary decision maker with respect to such action of the Foundation; however, the District Board of Trustees retains the right of approval with respect to any such action after consultation between designated liaisons for the District and the Foundation and due consideration is given to the decision and rationale of the Foundation, which decision shall be binding on the Foundation. The District shall have, and the Foundation shall provide to the District, unlimited access to all reports, audits and other information concerning the activities of the Foundation.

VII. COVENANT

During the term of this Agreement, the Foundation agrees to maintain its existence and to operate in accordance with Section 72670-72682 of the California Education Code and with regulations of Section 59250-59276 of the California Administrative Code, Title 5, as well as the Pasadena Area Community College District implementing regulations.

VIII. SIGNS, FIXTURES AND EQUIPMENT

During the term of this Agreement, the Foundation shall have the right to place and attach fixtures, signs and equipment in or upon facilities as authorized by the District Superintendent/President in writing as to the number, size and location. Fixtures, signs, or equipment so erected, placed or attached by the Foundation shall be and remain the property of the Foundation and be removed therefrom by the Foundation upon the termination of this Agreement.

IX. RIGHT OF ENTRY

It is understood and agreed that at any time the District and its agents shall have the right to enter described facilities or any part thereof for the purpose of examination or supervision.

X. INDIRECT COSTS

If the Foundation administers a federally-sponsored program, it shall reimburse the District for in-direct costs associated with the performance of services by the District for the Foundation relating to the federally-sponsored project. Such reimbursement will take into consideration of the District's federal indirect cost rate and the approved indirect cost allocation, if any, of the federal program award.

XI. DISPENSATION OF EARNINGS

Income generated by the Foundation in excess of costs and provisions for equipment, maintenance, reserves and working capital shall be used to benefit the District.

XII. DISTRIBUTION OF ASSETS UPON CESSATION

If the Foundation ceases to operate under this Agreement, or as extended or renewed, the net assets of the Foundation resulting or arising from this Agreement shall be transferred to the District or expended for the benefit of the District.

XIII. PUBLIC RELATIONS

With respect to expenditures for public relations or other purposes which would serve to augment College appropriations for the operation of the College, the Foundation may expend funds in such amount and for such purposes as are approved by the Board of Directors of the Foundation.

XIV. INSURANCE, INDEMNIFICATION AND RESTORATION

The Foundation shall be included in the District's insurance policies for all of its regular functions, including Directors' and Officers' liability insurance. When special events are sponsored by the Foundation, separate insurance coverage shall be required by the District.

Upon termination of this Agreement, District shall have the option to require Foundation, at Foundation's own expense and risk, to restore the facilities as nearly as possible to the condition existing prior to the execution of the Agreement, But if the Foundation shall fail to

do so within ninety (90) days after District exercises option, District may restore the property at the risk of Foundation and all costs and expenses of such removal or restoration shall be paid by Foundation upon demand of District. District shall have the right to exercise this option within thirty (30) days after the expiration of this Agreement, but not thereafter.

XV. REAL PROPERTY

The Foundation shall not enter into any transaction concerning real property without the prior approval of the Board of Trustees of the Pasadena Area Community College District.

XVI. INDEBTEDNESS

The Foundation shall not borrow money or otherwise incur any indebtedness without the prior approval of the Board of Trustees of the Pasadena Area Community College District.

XVII. NONASSIGNABILITY

This Agreement is not assignable by the Foundation, either in whole or in part, nor shall the Foundation permit anyone else to use the described facilities or any part thereof without written permission of the District Superintendent/President.

XVIII. TERMS OF AGREEMENT

This Agreement is for the term beginning on the 1st day of October, 2016, and ending on the 30th day of June, 2022, unless sooner terminated as herein provided. This Agreement may be terminated by either party giving sixty (60) days written notice, subject to the provisions of Section XII above.

The Foundation must remain in good standing with the District. Otherwise, this Agreement will immediately terminate and the Foundation will terminate any contracts with third parties and meet the provision of Section XII above.

XIX. NOTICES

All notices herein required to be given, or which may be given by either party to the other, shall be deemed to have been fully given when made in writing and received by the Foundation President or the District Superintendent/President.

Notices to Foundation shall be addressed as follows:

President

Pasadena City College Foundation, Inc.

1570 East Colorado Boulevard

Pasadena, CA 91106-2003

Notices to District shall be addressed as follows:

Superintendent/President

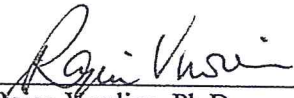
Pasadena Area Community College District

1570 East Colorado Boulevard

Pasadena, CA 91106-2003

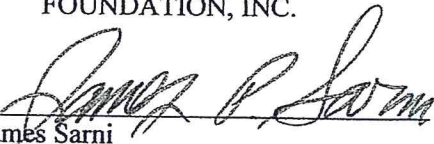
IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed as indicated below.

PASADENA AREA COMMUNITY
COLLEGE DISTRICT

By 
Rajen Vurdien, Ph.D.
Superintendent/President

Date 6/1/17

PASADENA CITY COLLEGE
FOUNDATION, INC.

By 
James Sarni
President

Date 6/1/17