

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.
- (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.

8.8 Past President

The Past President may remain on the board and executive committee to help create continuity in leadership. If a current President has reached his/her term limit at the conclusion of the term of office as President, then an exception may be made to extend the term limit in order to remain on the board in the office of Past President until a successor is duly elected by the Board of Directors or up to two years, whichever is earlier.

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, Online Payments

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.

In the case of payments made electronically, such as Paypal or online bill pay, where no paper check is produced, signature authorization for the limits indicated above are required on the Disbursement Request Form.

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: _____