



BYLAWS OF THE EAST LOS ANGELES COLLEGE FOUNDATION

ARTICLE I

Name

The name of this Corporation shall be the
EAST LOS ANGELES COLLEGE FOUNDATION

ARTICLE II

Principal Office

The principal office of this Corporation for transaction of business is located in the City of Monterey Park at East Los Angeles College, 1301 Avenida Cesar Chavez, Monterey Park, California 91754. The Board of Directors has full power and authority to change the principal office of this Corporation to another location in the county of Los Angeles, California.

ARTICLE III

Purpose

The purpose of this Corporation is to promote and assist the educational program of East Los Angeles College and to apply the funds and properties coming into its hands toward furthering the educational program carried on or approved by the administrative officers of the college.

ARTICLE IV

Members

Section 1. No Regular Members. In accordance with Section 5310 of the California Nonprofit Public Benefit Corporation Law, the corporations shall have no members within the meaning of Section 5056 of that law . All action which would otherwise require approval by a majority of all members or approval by members shall require only approval of the Board of Directors. All rights which would otherwise vest in members shall vest in the Directors.

Section 2. Persons Associated with the Corporation. By resolution, the Board of Directors may create any advisory boards, councils, honorary memberships or other bodies as it deems appropriate. The Board of Directors may also, by resolution, confer upon any such class or classes of such persons some or all of the rights 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 All such voting rights are vested exclusively in the Board of Directors.

ARTICLE V

Board of Directors

Section 1. Number of Directors. The number of Directors shall be not less than twelve (12) nor more than thirty-five (35). Amended: 7/31/11

Section 2. Powers of Directors. Subject to the provision of the California Nonprofit Corporation Law and any limitations in the Articles of Incorporation and these Bylaws, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board of Directors may delegate the performance of any duties or the exercise of any powers to such officers or agents as may from time to time by resolution be designated.

Section 3. Selection and Term of Office. The President of East Los Angeles College shall be a voting member of the Board of Directors. The Executive Director shall be a non-voting member of the Board of Directors. All other Directors shall be selected by the Board of Directors. Each Director shall serve for a term of three (3) years.

Section 4. Vacancies. A vacancy in any Director position because of removal, death, resignation, expiration of term, or otherwise, shall be filled by the Board of Directors.

Section 5. Voting. Each member of the Board of Directors shall have one vote. There shall be no proxy voting permitted for the transaction of any of the business of this Corporation.

Section 6. Resignation and Removal. Any Director may resign from the Board at any time by giving written notice to the Chairman of the Corporation and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Directors may be removed from office by majority vote of the Board of Directors. A Director shall automatically be removed from office if he/she fails to attend three consecutive meetings of the Board of Directors without being excused there from.

Section 7. 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 8. Inspection by Directors. Each Director shall have the right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation for a purpose reasonably related to such person's interest as a Director, provided that such 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 in person, provided that the Director may be accompanied by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents. Nothing in the 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 of Board of Directors

Section 1. Annual Meeting. There shall be an annual meeting of the Board of Directors held in June each year, prior to the regular meeting of the Board of Directors. Such meeting shall be for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. Amended: 02/12/09

Section 2. Regular Meeting. Regular meetings of the Board of Directors, for any purpose or purposes, shall be called at any time by the Chairman. The Chairman shall be required to call a meeting upon the joint request of any three (3) members of the Board. All meetings of the Board of Directors shall be governed by Robert's Rules of Order, including such revisions thereof as may from time to time be published, except insofar as such rules are inconsistent with these Bylaws, with the Articles of Incorporation, or with applicable law.

Section 3. Place of Meetings. Meetings of the Board of Directors shall be held at any place within the County of Los Angeles which has been designated from time to time by resolution of the Board or by written consent of all members of the Board. In the absence of such designation, meetings shall be held at East Los Angeles College.

Section 4. Notice of Meetings. (a) Written, fax and/or e-mail notice of every regular meeting shall be given to each Director at least seven (7) days before each meeting. Notice may be delivered personally, or by mail, to the last known address of the addressee and, if mailed, is complete upon mailing. Written notice of any meeting shall also be given pursuant to this sub Section to any person who requests such notice in writing. (b) An agenda listing the matters to be considered at each meeting shall be given to each Director, and to any person so requesting, at least seven (7) days before the meeting. (c) Notwithstanding anything in this Section to the contrary, the Chairman may call an emergency meeting of the Board without giving the normal notice if such a meeting is necessary to consider any unforeseen emergency condition. An emergency condition for the purpose of this sub Section is any condition that, if not addressed by the Board promptly, may result in a detriment to this Corporation or to East Los Angeles College. Notice of any emergency meeting may be delivered personally, by telephone or mailed, and shall be received at least twenty-four (24) hours before the time of the meeting. Amended: 02/12/09

Section 5. 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 Chapter 9 of Part 1 of Division 2 of Title V of the Government Code, commencing with Section 54950.

Section 6. Quorum. One-third (1/3) of the total number of voting Directors who are presently holding office shall constitute a quorum for the transaction of business at every meeting. Every act or decision done or made by a majority of the Directors present at a meeting at which a quorum is present shall be regarded as the act of the Board of Directors. 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 or the required quorum for that meeting.

Section 7. Minutes of Meetings and Conduct. Regular minutes of the proceedings of the Board of Directors shall be kept in a book provided for that purpose. The Chairman shall preside at meetings of the Board of Directors. 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 with the law.

ARTICLE VII

Officers

Section 1. Officers. The Officers of this Corporation shall be a Chairman, two Vice Chairmen, a Treasurer and Secretary.

Section 2. Election. The Board of Directors shall elect all officers of this Corporation for terms of one year, or until their successors are elected and qualified. The annual election shall be held in May. All officers shall be drawn from the Board membership. Amended: 02/12/09

Section 3. Chairman. The Chairman of the Board of Directors shall preside at all meetings of the Board, and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors. The Chairman shall have a vote on all matters.

Section 4. Vice Chairman. There shall be two Vice Chairmen. The Vice Chairman shall perform all the duties of the Chairman in the absence of the Chairman. The Vice Chairman shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 5. Treasurer. The Treasurer, who shall be the Chief Financial Officer, shall keep and maintain or cause to be kept and maintained adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The books of account shall at all times be open to inspection by any Director. The Treasurer shall deposit all monies and other valuables in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as shall be ordered by the Board, shall render to the Chairman or the Directors, whenever they shall request it, an account of all transactions and the financial condition of the Corporation. The Treasurer shall take proper vouchers for all disbursements of the funds of the Corporation and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

Section 6. Secretary. The Executive Director shall serve as Secretary of the Board of Directors. The Secretary shall keep or cause to be kept a book of minutes of all meetings of the Directors with the time and place of holding; whether regular or special, (if special, how authorized); the notice thereof given; the names of those present at meetings of the Board of Directors and the proceedings thereof. The Secretary shall give or cause to be given notice of all meetings of the Board of Directors required by these Bylaws or by law, shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

ARTICLE VIII

Committees

Section 1. Committees. The Board of Directors may have one or more committees, each consisting of one or more Directors, and delegate to such committees any of the authority of the Board except with respect to:

(a) The filling of vacancies on the Board or on any committee;

- (b) The fixing of compensation of the Directors for serving on the Board or any committee;
- (c) The amendment or repeal of Bylaws or the adoption of any new Bylaws;
- (d) The amendment or repeal of any resolution of the Board which by its express terms is not amendable or repealable;
- (e) The appointment of other committees of the Board or the members thereof; or
- (f) The approval of any self-dealing transaction, as such transactions are defined in Section 5233(a) of the California Nonprofit Public Benefit Corporation Law.

Section 2. Executive Committee.(a) There shall be an Executive Committee composed of the President of East Los Angeles College and the officers of the Corporation. The Chairman of the Board of Directors will serve as Chair of the Executive Committee. (b) Between meetings of the Board of Directors, the Executive Committee shall have and exercise the authority of the Board, subject to the limitations of Section 1 of this Article. The Executive Committee shall have and exercise such specific powers and perform such specific duties as prescribed by these Bylaws or as the Board of Directors shall prescribe or direct, provided however, the Executive Committee may not authorize the expenditure of more than \$5,000 without prior approval of the Board of Directors.

Section 3. Other Committees. All other committees must be created, and the members thereof appointed, by resolution adopted at a meeting of the Board of Directors. In addition to Directors, the Board may appoint members to a committee who are not members of the Board of Directors. 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.

ARTICLE IX

Indemnification of Directors, Officers, and Other Agents

Section 1. Right of Indemnity. To the fullest extent permitted by law, this Corporation shall indemnify its Directors, 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 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 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, or 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 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, Directors, employees, and other agents, against any liability asserted against or incurred by any Officer, Director, employee or agent, in such capacity or arising out of the Officer's, Director's, employee's or agent's status as such.

ARTICLE X

Contracts, Loans, Checks, Deposits, and Gifts

Section 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. Such authority may be general or confined to specific instances.

Section 2. Loans. The Board of Directors shall not make any loan of money or property to guarantee the obligation of any Director or Officer, unless approved by the Attorney General.

Section 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 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 shall be determined by a resolution of the Board of Directors.

Section 5. Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 6. Gifts. The Board of Directors may, at their discretion, accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any specific purpose of the Corporation.

ARTICLE XI

Conflict of Interest

No member of the Board of Directors shall be financially interested in any contract or other transaction entered into by the Board of Directors. Any contract or transaction entered into in violation of this Articles is void. No Director may utilize information obtained by reason of Board membership for personal gain, and the Board of Directors may recover any such gain realized.

ARTICLE XII

Miscellaneous

Section 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, unless otherwise determined by resolution of the Board of Directors

Section 2. Rules. The Board of Directors may adopt, amend, or repeal rules not inconsistent with these Bylaws, for the management of the internal affairs of the Corporation and the governance of its Officers, agents, committees, and employees.

Section 3. Books and Records. The Corporation shall keep correct and complete books and records of the account and minutes of the proceedings of the Board of Directors and committees shall be regularly distributed to each member of the Board of Directors.

Section 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 5. Waiver of Notice. Whenever any notices are required to be given under the provisions of the Nonprofit Public Benefit Corporation Law 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 XIII

Amendment of Bylaws

The Bylaws of this Corporation shall be amended only by the vote of a majority of the total voting membership of the Board of Directors, providing that the amendment has been submitted in writing at the previous regular meeting, subject to the approval of the President of East Los Angeles College.

EAST LOS ANGELES COLLEGE FOUNDATION

BOARD OF DIRECTORS MEETING

DR. ASIF MAHMOOD'S RESIDENCE

BRADBURY, CALIFORNIA

SEPTEMBER 17, 2011

6:00 p.m.

Members Present: Raymond Cheng, Selina S. Chi, Marshal Chuang, Sandy Ho, Asif Mahmood, Ernest H. Moreno, Helen Romero Shaw

Members Absent: George Almeida (excused), Christine Y. Chui (excused), Philip A. Cohen (excused), Mildred Escobedo (excused), Tina Hwang(excused), Ericka Smith (excused)

Guest: Martha Pelayo

I. **Call to order:** Chairman Cheng called the meeting to order at 6:10 p.m.

II. **Approval of the Minutes:** M/S/P (H. Romero Shaw/ M. Chuang):
Approved the minutes of June 24, 2011 and July 31, 2011 as presented.

III. **President's Report**: President Wieder was unable to attend meeting as she had to attend a college event but was expected later in the evening.

IV. **New Business**:

- a) 10th Annual Golf Tournament: Executive Director Chi stated that both Jacobs Engineers and Pacifica Services made a major sponsorship of \$15,000.00.

- b) Osher Scholarship Award Ceremony: S. Chi reported this year was the first year that we will award the full amount of the interest for the California Community Colleges Scholarship Endowment/Osher Initiative. The total scholarship payout for 2011-2012 Academic Year is \$93,000.00. S. Chi suggested that the award ceremony be held on November 15, 2011 after the Foundation scheduled Board meeting to make attendance easier for the Board. The Board meeting to convene at traditional time of 5:30 p.m. then followed by the ceremony at 7:00 p.m. She added that the ELAC Honors Program Scholarship formerly the Million Dollar Scholarship will be awarded on the same date. S. Chi distributed the scholarship procedures that she helped establish to inform the Board of the transparency within all offices involved in the scholarship process and that proper stewardship was occurring.

- c) Review 2011 Calendar: S. Chi distributed the calendar to the Board and suggested that the Holiday Appreciation meeting be

held on December 2, 2011 should the members schedule allow for all in attendance. It was agreed that date would work for all in attendance. Chairman Cheng recommended informing all absent members to get it on their calendar.

d) Grants and Fiscal Report: Chi shared the Resource and Institutional Development office grant report and noted there were four new grants. The most notable one was the HSI-STEM grant funded by the U.S. Department of Education was awarded for the amount of \$6 million. The STEM grant includes a partnership with USC. There were two grants awarded the college and administered through the Foundation.

Chi reported that the Foundation currently had \$441,834 in unrestricted funds; \$345,386 in temporary funds; and \$2,291,232 in permanently restricted funds for a total of \$3,078,452 in assets.

e) Contract Approval Authorization: Chi commented, that grant funded by First 5 need proof that the Executive Director can formally execute contracts on behalf of the ELAC Foundation since it was not stated in the bylaws. At this time we are requesting the board for that approval.

M/S/P (E. Moreno/ A. Mahmood): Approval to authorize the Executive Director to act as the agent for the ELAC Foundation Board of Directors and to sign and execute contracts on behalf of the ELAC Foundation.

V. **Old Business:**

a) Investment Policy Statement: The Investment Policy Statement was circulated to obtain additional signatures that were missing.

VI. **Items from the floor:** Chi wanted to discuss the possibility of hiring staff to support the Foundation. Chairman Cheng expressed that rules and regulations to be reviewed for future discussion. There was discussion about a consultant versus an employee.

VII. **Adjournment:** Meeting was called to adjourn at 7:45 p.m.

Respectfully Submitted by:

Heidy Peralta

Foundation Development Assistant

Handouts Distributed: 2011 Activity Calendar, Scholarship Opportunities for ELAC Students flyer, AeroVironment quarterly profit Los Angeles Times news article, Endowment and Scholarship brochure, and East Los Angeles College Active Grants report.

EAST LOS ANGELES COLLEGE FOUNDATION

BOARD OF DIRECTORS MEETING

NBC SEAFOOD RESTAURANT

MONTEREY PARK, CA

JUNE 12, 2012

5:30 p.m.

Members Present: Kareem Ahmed, George Almeida, Raymond Cheng, Selina S. Chi, Marshal Chuang, Christine Y. Chui, Philip A. Cohen, Mildred Escobedo, Sandy Ho, Dr. Asif Mahmood, Ernest H. Moreno, Helen Romero Shaw, Ericka Smith, Dr. Tyree Wieder

Members Absent: Tina Hwang (excused)

Guest: Renee D. Martinez V.P. of Academic Affairs/Workforce Education and Economic Development; and Stephanie Carrillo, Executive Assistant to Kareem Ahmed

Staff: Martha C. Pelayo, Project Director/Foundation Development Officer and Heidy Peralta, Foundation Development Assistant

I. **Call to order:** Chairman Cheng called the meeting to order at 5:40 p.m.

II. **Approval of the Minutes:** M/S/P (S. Ho/H. Romero Shaw): Approved the minutes of May 10, 2012 and April 10, 2012 as presented.

III. **State of the College Report:** President Wieder announced that her assignment as Interim College President was coming to end on June 30, 2012. She shared her gratitude toward the College and Foundation for their support throughout the year. Dr. Wieder stated that this year's commencement ceremony was quite remarkable as there were eight hundred in the graduating class. Executive Director Chi noted that Dr. Wieder was the commencement keynote speaker and made a heartfelt speech to the graduating class. Additionally, Chairman Cheng noted that she was an excellent speaker at the Gala.

Outreach Committee: Board Director Escobedo recommended that an outreach committee be responsible in communicating and encouraging the Board for event participation. Topic will be further discussed.

➤ M/S/P (M. Escobedo/K. Ahmed): At least one Board Director attends every sponsored Foundation and College event or activity.

Vice President Martinez announced that a Toyota Prius hybrid car was donated to the College and will be stationed at the Automotive Technology department for educational training.

IV. **Executive Director's Report:** Executive Director Chi noted that most of her report will be covered under other agenda items.

V. **New Business:**

a) End of Year Report: S. Chi stated that it has been a great year for the Foundation. Both on the revenue and expenditure area. The Foundation received a notification by attorney Thorpe of a \$2.5 million estate gift which is currently in progress. Also, over \$230,000 was awarded in scholarship support and almost \$400,000 in program support. Additionally, the .25 Foundation Development Officer position has been filled by Martha C. Pelayo. S. Chi thanked the Board and staff for all of their efforts in supporting staffing for the Foundation. The position is currently being funded through grant funds; however, Dr. Wieder has included it into plans for program 100 funding for next year.

b) Budget for 2012-2013: S. Chi reviewed the unrestricted income projection (handout #1) with the Board and identified the three main unrestricted funding categories which are administrative fees from managing grants and programs, outright donations, and social/business enterprise. S. Chi also reviewed the expenditure projection (handout #2). Expenditures consisted of board support, college support, contract personnel and supplies/equipment. She presented (handout #3) which showed a visual breakdown by percentages.

➤ M/S/P (S. Ho/H. Romero Shaw) approved the budget report as presented.

c) Calendar for 2012-2013: S. Chi asked that the Board take the calendar with them so that they may begin to calendar upcoming meetings, events, and other College activities. She noted that the Board meetings continue to be held the second Tuesday of the month as no changes have been requested.

VI. Old Business:

a) President's Gala Fiscal Update: Board Director Kareem Ahmed announced that he would be making a gift of \$50,000 to the Foundation to support funds raised and to match the pledge he had made at the last gala. Chairman Cheng graciously accepted the gift and further welcomed his membership to the Board. K. Ahmed cordially extended an invitation to host and cater board meetings at his new office when it opens.

b) Social Enterprise: S. Chi stated the Jaime Escalante Math Program and Workbook development were well under way. There was a partnership agreement with Orange Coast College and LAUSD.

c) Scholarship Development: Tabled.

d) Alumni Development: Tabled.

e) Donor Wall: Chairman Cheng stated that he, M. Pelayo and S. Chi met with several vendors on campus to gather plans for the donor wall at the AFT Conference. R. Cheng shared several design concepts with the Board. S. Chi thanked him for all the time devoted to this project. The committee was

most impressed by a design group that does gift mapping (assignment of dollar amounts for each building and portions for the purpose of raising funds). S. Chi also noted that the Jacobs Engineering project management for bond construction has been helpful in sharing drawings that would help in the development of our college specific site plan for the purpose of gift mapping.

VII. **Items from the floor:** Chairman Cheng presented Dr. Wieder with a gift of appreciation and took the opportunity to thank her commitment for working with the Board. S. Chi presented Dr. Mahmood with the award for Fundraiser of the Year. Lastly, Chairman Cheng was acknowledged for another year of leadership and presented him with an engraved crystal gavel for his leadership.

VIII. **Adjournment:** Meeting was called to adjourn at 7:05 p.m.

Respectfully Submitted by:
Heidy Peralta
Foundation Development Assistant

Handouts: Unrestricted Income Projection; Expenditure Projection 2012-2013;
Expenditure Projection 2012-2013 chart; 2012-2013 Calendar, Active Grants
chart; ELAC Allied Health Student Costs; and CASE Conference

EAST LOS ANGELES COLLEGE FOUNDATION

BOARD OF DIRECTORS MEETING

STEVENS STEAK HOUSE

COMMERCE, CA

MAY 16, 2013

5:00 p.m.

Members Present: George Almeida, Raymond Cheng, Selina S. Chi, Christine Chui, Mildred Escobedo, Sandy Ho, Ernest H. Moreno

Members Absent: Kareem Ahmed (excused), Marshal Chuang (excused), Philip A. Cohen (excused), Farley Herzek (excused), Tina Hwang (excused), Dr. Asif Mahmood (excused), Ericka Smith (excused)

Staff: Martha Pelayo, Foundation Development Officer

- I. **Call to order:** Chairman Cheng called the meeting to order at 5:05 p.m.
- II. **Approval of the Minutes:** The minutes of April 16, 2013 were tabled.
- III. **President's Report:** Tabled.
- IV. **Executive Director's Report:** Tabled.

V. **New Business:**

a. Administration Fee: Executive Director Chi distributed information on the Administrative Cost Recovery Policy. She briefed the Board for the need to amend the policy in order to shore up incoming support funds. Executive Director S. Chi shared the administrative fee document she proposed.

➤ M/S/P (S. Ho/M. Escobedo): Approved to increase the Foundation administration fee to a maximum level of 25% with the provision to allow Dean/Executive Director to negotiate the rate based on allowable fees from grants or gifts.

b. District Reimbursement of Personnel: S. Chi shared the document that outlined the personnel that support the Foundation activity and the percentage of reimbursement that might be necessary when the new Foundation/District contract is executed. S. Chi noted the plan to increase the administrative fee, the social enterprise activity and the board fundraising to be able to support the reimbursement based on her projections and budget planning.

➤ M/S/P (S. Escobedo/C. Chui): The Board approved Board Chairman Cheng to sign the District contract on their behalf after review with the Dean/Executive Director.

VI. **Old Business:**

- a. Scholarship Awards Banquet: S. Chi invited the Board to attend the banquet as it was already in progress in the banquet room.

VII. **Items from the floor:** None.

VIII. **Adjournment:** Meeting was called to adjourn at 5:30 p.m.

Respectfully Submitted:

Heidy Peralta, Foundation Development Assistant