Virginia Highlands Community College

Educational Foundation, Inc.

Bylaws

Article I: Authority

Section 1.1 Name. The name of this organization shall be the Virginia Highlands Community College Educational Foundation, Inc.

Section 1.2 Incorporation. The organization shall be incorporated as a nonprofit corporation under the laws of the Commonwealth of Virginia.

Section 1.3 Offices. The organization's principal place of business shall be on the campus of Virginia Highlands Community College and/or at other locations as its governing board shall determine to further the Foundation's purposes.

Article II. Purpose

The purpose of the Foundation shall be to support the objectives of Virginia Highlands Community College and to advance, encourage, and expand its educational program. In furtherance thereof, it shall:

- Accept, hold, invest, reinvest and administer any gifts, bequests, devises, grants, in money or in property of any sort entrusted to it for its purposes in accordance with those purposes set forth in the Articles of Incorporation.
- Use or expend these same funds in such manner as, in the judgment of the Foundation, will best promote its purposes, subject only to such limitations as are contained in the instrument under which said property is received and as are set forth in these bylaws, the provisions of the Internal Revenue Code of the United States and the Code of Virginia under which this Foundation is chartered.
- Do all things which a Corporation of like character is, or may be authorized or permitted to do by the laws of the United States or the Commonwealth of Virginia, provided such things are in accord with the general educational and charitable purpose of this corporation as described above.

Article III. Members

The Corporation shall have no members, the management of the Corporation being vested in the Board of Directors, and in such officers, agents, or employees as the Board shall elect or employ.

Article IV. Board of Directors

Section 4.1 Functions and Powers of the Board. The business and affairs of the Foundation shall be managed by a Board of Directors within the general rules as previously described. The Directors shall formulate policy and promote a program to fulfill the purposes of the Foundation including, but not limited to:

- Acceptable institutional projects of the Foundation
- Solicitation of gifts, grants and bequests for the Foundation
- Refusal of gift not consistent with the purposes of the Foundation or contrary to State or Federal laws.

Section 4.2 Composition of the Board

Number. The membership of the Board shall consist of not less than five nor more than twenty members.*

Tenure. All members shall be elected for a three-year term with no more than one third of the members elected at each Annual Meeting. All members of the Board of Directors shall be eligible for re-election to the Board, without limitation upon the number of successive terms.

Qualifications. Board members shall have an interest in the College and its affairs; shall hold positions of influence affecting or likely to affect the purposes of the Foundation; and shall have expressed a willingness to devote time and assets to the fulfillment of the purposes of the Foundation.

Membership and Ex-officio Members. Among the voting members of the Board, shall be included the Chair of the College Board, the Vice-President of Financial and Administrative Services, and the College President of the College, or their designees, shall serve as ex officio members and shall have full voting rights.

Election. The Nominating Committee shall place names of Directors in nomination at the annual meeting of the Board of Directors. The elected Directors shall serve for terms of three (3) years.

Vacancies. Vacancies in the Board of Directors may be filled by the Board of Directors at any regular or special meeting. The new director shall be elected to serve the balance of the stated term by a majority vote of the existing Board members present at a meeting.

*See Article X, Amendment June 29, 2004

Section 4.3 Meetings of the Board.

Regular Meetings. The Board of Directors shall hold quarterly meetings at such time and place as it may from time to time scribe.

Special Meetings. Special meetings of the Board of Directors may be called anytime by the Chair of the corporation or at the request of any two Directors. At least forty-eight (48) hours notice of the time and place of such meetings of the Board of Directors shall be given in person or in writing to all Directors. Such notice may be waived.

Annual Meeting. The Annual meeting shall be held prior to July 1 and may be held in conjunction with that regularly-scheduled quarterly meeting. Directors and officers shall be elected at the Annual Meeting and shall begin their functions with the first meeting of the beginning of the next fiscal year. Notice of the time and place of the Annual Meeting shall be given at least two weeks prior to the date of such meeting.

Quorum. The number needed to constitute a quorum will be one third of the directors in office. Any question coming before the Board shall be determined provided a quorum exists. If a quorum fail to attend at the time and place of meeting, the majority of those who do attend may adjourn from time to time until the meeting shall be regularly constituted. Voting by proxy is not recognized.

Records and Minutes. The corporation shall keep correct and complete records and books of account and shall keep minutes of the proceedings of the Board of Directors. These records shall be kept at the office of the Foundation and shall be opened for inspection under the Freedom of Information Act.

Section 4.4 Service of the Board.

Compensation. The Directors shall serve without compensation, except they may receive their reasonable expenses as shall be approved by the Board of Directors.

Expectations. A member shall attend at least one-half of the scheduled meetings in a calendar year to remain in good standing. Failure to attend at least three consecutive scheduled meetings without cause shall be interpreted as a resignation from the Board. The filling of such vacancies shall be treated as any other vacancies. Each Board member is expected to open doors to potential revenue, financially contribute to activities and special projects, and serve as emissaries of the College.

Conflict of Interest. Board members shall abstain from discussion and voting on any matter which might potentially be a conflict of interest.

Article V. Officers of the Board

Section 5.1 Officers of the Board. Officers of the Board shall be the Chairperson, Vice Chairperson, Secretary, and Treasurer, and such other officers as the Board of Directors may establish from time to time. Such officers shall be elected from among the members of the Board of Directors at its Annual Meeting. The officers of the Corporation shall be eligible for reelection, as the Board of Directors shall determine, without limitation upon the number of successive terms.

All other officers, agents, and employees of the Corporation elected by the Board of Directors shall be elected for such terms and with such rights, authority, and duties and such compensation as may be fixed by the Board of Directors.

Section 5.2 Chairperson. The Chairperson shall preside over all meetings of the Board of Directors and shall have the general management and supervision of all the affairs of the Corporation as specifically delegated by the Board of Directors. In the event of the absence, inability, or death, of the Chairperson, the Vice Chairperson shall have all the powers, and perform all the duties of the Chairperson until the vacancy is filled.

Section 5.3 Vice Chairperson. The Vice Chairperson shall perform the duties of the Chairperson in his/her absence, disability, or at his/her request. The Vice Chairperson shall have such other powers as the Directors may determine and shall perform other duties as assigned.

Section 5.4 Secretary. The Secretary shall give proper notice of all Board meetings when requested; maintain an accurate record of all meetings, and all actions taken at such meetings by the Board of Directors; maintain an accurate record of all the names and addresses of all Directors; maintain an accurate record of the attendance of Board members at all meetings; certify as to the accuracy and completeness of any records of the Corporation. The Secretary shall be the custodian of the Corporate Seal, and attest the same when affixed to any writing pursuant to the direction of the Board of Directors. These foregoing responsibilities also apply to all meetings and actions taken by the Executive Committee of the Board. This Secretary shall also be responsible for the timely filing of all required forms with the State Corporation Commission. Any or all of the foregoing rights, duties, powers, and authority made by the Board of Directors may be delegated to and vested in such other officers, agents, or employees as it may from time to time prescribe.

Section 5.5 Treasurer. The Treasurer shall collect, receive, and hold the money of the Corporation, and shall have custody of all funds, securities, and properties of the Corporation and shall keep in books belonging to the Corporation full and accurate

accounts of all receipts and disbursements; the Treasurer shall deposit all moneys, securities, and other valuable effects in the name of the Corporation in such depositories as may be designated for that purpose by the Board of Directors. The Treasurer shall handle, manage, and make disbursement of the properties and moneys of the Corporation as prescribed by the Board of Directors, and shall render to the Board at the regular meetings of the Board, and whenever requested by them, an account of all his/her transactions and an account of the financial condition of the Corporation. Any or all of the foregoing rights, duties, powers, and authority made by the Board of Directors may be delegated to and vested in such other officers, agents or employees as it may from time to time prescribe. The Treasurer and any other person handling or responsible for the funds of this Corporation shall be insured by a fidelity surety bond in favor of this Corporation.

Article VI. Committees

Section 6.1. Committees. The Board may authorize from time to time both standing and ad hoc committees as it sees fit to carry on the functions and to achieve the purposes of the Foundation.

Section 6.2 Standing Committees. The standing committees shall include the Executive Committee, the Finance Committee, the Resource Development Committee, and the Scholarship Committee.

Section 6.3 Executive Committee. The Executive Committee shall be composed of the officers of the Board of Directors and the President of the College and shall be chaired by the Chair of the Board of Directors. The Executive Committee shall have and exercise the full authority of the Board in the management of the business of the Corporation between the regular meetings of the Board of Directors. All actions taken by the Executive Committee on behalf of the Corporation shall be reported to the Board at its next regular meeting. The powers of the Executive Committee shall be subject to the

following restrictions:

- The Executive Committee shall have no authority to alter, amend, or repeal the Articles of Incorporation of the Bylaws of the Foundation.
- The Executive Committee shall have no authority to appoint Directors.
- The Executive Committee shall not act on matters properly the responsibility of another standing committee except in cases of emergency.

Section 6.4 Finance Committee. This committee shall consist of not more than five persons and shall be chaired by the Treasurer of the Corporation. It shall have the responsibility to:

- Receive budget and other financial requests for gifts, grants, and other resources.
- Oversee business management functions of the Foundation.

- Authorize and monitor the investment and reinvestment of funds and/or other resources of the Foundation through an Investment subcommittee.
- Direct the purchase, sale, or exchange of securities and property of the Foundation.
- Provide for periodic examination of all business books, records, and transactions through an audit subcommittee.
- Report to the Board on all functions for review and approval.

Section 6.5 Resource Development Committee. This Committee shall consist of not less than five nor more than ten persons and shall be chaired by the Vice Chairperson of the Board of Directors. The Committee shall have the responsibility of:

- Planning for an annual membership drive in support of the Foundation.
- Reviewing the needs of the College and the strategic plan and recommending appropriate methods of funding each.
- Providing for annual fundraising efforts through a Special Events Subcommittee.
- Providing advice and recommendations for activities with special donors.

Section 6.6 Scholarship Committee. This committee shall consist of seven members and shall be chaired by the Secretary of the Board of Directors. It shall have the following responsibilities:

- Reviewing the scholarship needs of the students along with other special financial needs which they may have.
- Reviewing the scholarship process with the Financial Aid Division of the College.
- Proposing new scholarship and possible donors for each.
- Providing any other recommendations regarding the status of the Foundation's scholarships as it sees fit.

Section 6.7 Special Committees. Ad hoc committees may be created by the Board for a period of up to one year. Committee members shall be appointed by the Chairperson of the Board of Directors. Such committees might include Nominating and Bylaws.

Article VII. Administration

The Board may select and hire a director of the Foundation who would serve as staff reporting to the Chairperson of the Foundation.

Article VIII. Audit

At the end of its fiscal year (July 1 - June 30), the Board of Directors shall cause the books and records of the Corporation to be audited by an independent auditor on an annual basis. The Treasurer may submit the results of such audit to the State Board for Community Colleges at the direction of the Board of Directors of the Corporation.

Article IX. Seal

The Seal of this corporation shall be circular, and bear the name and date of formation of this Corporation. The Seal shall be adopted by the Board of Directors at any regular or special meeting.

Article X. Amendments

These bylaws may be repealed, changed, or added to at any meeting of the Board of Directors provided advance notice of the proposed repeal, change or addition is given to each Director at least ten (10) days prior to such meeting. Written notice to the Directors timely mailed to their addresses shown on the books of the Corporation shall be deemed to be sufficient notice. Bylaws may be amended by the affirmative vote of a majority of the trustees present and voting at a properly convened meeting of the Board, a quorum being present and proper notice having been given.

> **Amendment June 29, 2004: Article IV. Board of Directors**
> **Section 4.2 Composition of the Board**
> **Number.** The membership of the Board shall consist of not less than five nor more than thirty three members.

Article XI. Indemnification

The Corporation shall indemnify to the full extent permitted by law any person made, or threatened to be made, a party to an action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he, his testator or intestate is or was a Director, officer or employee of the Corporation or serves or served any other enterprise at the request of the Corporation.