

**Bylaws
of
The Foundation at Monroe County Community College**

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ARTICLE I

NAME

The name of this non-profit corporation is "The Foundation at Monroe County Community College."

ARTICLE II

DEFINITIONS

Section 2.1 Board of Trustees. Board of Trustees shall mean the Board of Trustees of Monroe County Community College, its successors and assigns. The Board of Trustees may also be referred to as "**The Governing Board.**"

Section 2.2 Trustee. Trustee shall mean a member of the Board of Trustees of Monroe County Community College, or its successors and assigns.

Section 2.3 Board of Directors. Board of Directors shall mean the Board of Directors of The Foundation at Monroe County Community College, its successors and assigns. The Board of Directors may also be referred to as "**The Foundation Board.**"

Section 2.4 Director. Director shall mean a member of the Board of Directors of The Foundation at Monroe County Community College, its successors and assigns.

Section 2.5 Monroe County Community College. "Community College District of Monroe County" is the legal name of Monroe County Community College. All references to the trade name "Monroe County Community College" shall mean the same as the formal legal name.

Section 2.6 The Foundation. The Foundation shall mean "The Foundation at Monroe County Community College."

ARTICLE III

PURPOSE

The purpose of The Foundation shall be to enhance the educational opportunities and environment at Monroe County Community College all as set forth in The Foundation's Articles.

The Foundation is organized as an instrumentality exclusively for the benefit of the educational, literary, and scientific activities of Monroe County Community College, a public corporation chartered under the Community College Act of 1966, as amended, and its purposes shall include the following:

- (a) the promotion and support of educational, literary, or scientific activities of Monroe County Community College either in the name of The Foundation or in conjunction with Monroe County Community College so as to provide broader opportunities than would be available solely from tax and other governmental sources; and
- (b) the award of scholarships and grants to the students, faculty, and staff of Monroe County Community College.

Consistent with the foregoing purpose, The Foundation shall be operated exclusively for charitable, educational, and scientific purposes as those terms are used in Section 501(c)(3) of the Internal Revenue Code of 1954, and corresponding provisions of future Revenue Acts. No part of The Foundation's net earnings is to inure to any private shareholder or individual. The Foundation shall be empowered to exercise, among others, the following: (a) to solicit; accept; acquire; receive; take and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise for any of its objects and purposes, any property, both real and personal, or whatever kind, nature, or description and wherever situated; (b) to sell, exchange, convey, mortgage, transfer, lease, or otherwise dispose of any such property, both real and personal; (c) to exercise such powers as may be permitted by law, including but not limited to, the Michigan Nonprofit Corporation Act (Act 162 of 1982).

ARTICLE IV

FOUNDATION HEADQUARTERS

The principal and registered office of The Foundation at Monroe County Community College shall be located at Monroe County Community College, 1555 South Raisinville Road, Monroe, Michigan 48161.

ARTICLE V

BOARD OF DIRECTORS

Section 5.1 Power and Authority The property, affairs, and business of The Foundation shall be managed and controlled by its Board of Directors; provided, however, that

- (a) The Foundation may fund only those projects approved by the Board of Trustees of Monroe County Community College,
- (b) any amendment of The Foundation bylaws requires approval by action of a majority of The Foundation directors and by a majority the Board of Trustees of Monroe County Community College, and
- (c) selection of Directors at Large to serve as The Foundation directors requires approval by the Board of Trustees.

These linkages between The Foundation Board of Directors and the Board of Trustees of Monroe County Community College are intended to promote and ensure a continuing commonality of purpose and action, effective inter-organizational communication and optimal coordination of activities.

Section 5.2 Number The number of directors of The Foundation shall be not less than seven (7) nor more than forty (40). Honorary Directors and Emeritus Directors shall not be included in determining the number of directors.

Section 5.3 Groups and Qualifications The Foundation Board of Directors shall be comprised of four groups.

- **Group One** shall consist of not less than two (2) and not more than three (3)

directors who are incumbent members of the Monroe County Community College's Board of Trustees, appointed by the Governing Board chair following consultation with the Board of Trustees.

- **Group Two** shall consist of the President of Monroe County Community College, the Director of Institutional Advancement, MCCC's General Counsel, and the Chair of the Monroe County Community College Alumni Association or his/her designee; The Director of Institutional Advancement and MCCC's General Counsel shall serve as ex-officio directors.

- **Group Three** shall consist of not less than three (3) directors who shall be special friends of the college or community leaders or residents of its service area who are dedicated to the mission of the institution and to private fund raising to enhance or expand MCCC scholarships, programs, or facilities.

- **Group Four** shall consist of two representatives from MCCC's employees appointed by the President.

Section 5.4 Election, Classification and Terms

(A) Group One Directors (MCCC Trustees) serve by reason of their membership on MCCC's Board of Trustees and their appointment by the Board of Trustees Chairman. Group One Directors shall serve three-year (3) terms, which shall expire on December 31. However, a Group One Director who vacates the office of Trustee of Monroe County Community College shall, by such action, similarly vacate the office of Foundation Director.

(B) Group Two Directors (College Officials) shall serve by reason of the office held at the College.

(C) Group Three Directors (Directors at Large) are recommended to the Board of Trustees for approval, by vote of The Foundation's directors, and shall serve three (3) year terms following the initial staggered terms. The regular term for Group Three Directors shall expire on December 31. Recommendations to Monroe County Community College's Board of Trustees to fill regularly expired terms of The Foundation directors shall be determined at a meeting of The Foundation's Board of Directors. The slate of recommended Group Three Directors should be submitted to the MCCC Board of Trustees at the next regular meeting. Initial staggered terms: Group Three Directors shall be recommended and elected, in proportionate numbers, to one year, two year, and three

year terms so that the expiration of the initial Group Three Directors, and their successors, will be staggered.

(D) Group Four Directors (MCCC Faculty or Staff) shall serve two (2) year terms by virtue of their positions held at the College. A Group Four director who vacates his/her position at the College shall, by such action, similarly vacate his/her position on The Foundation Board.

(E) Honorary Directors The Board of Directors of The Foundation may elect honorary directors and may specify the term, up to, and including, life. Honorary directors shall be entitled to corporate membership and entitled to attend all of The Foundation Board of Directors' meetings, but shall not have the right to vote on matters of business.

(F) Emeritus Directors The Board of Directors may by election, bestow upon past members of The Foundation Board who have distinguished themselves through meritorious service to The Foundation, the title of Director Emeritus, good for life. Directors Emeritus shall be entitled to corporate membership and entitled to attend all of The Foundation Board of Directors meetings but shall not have the right to vote on matters of business.

Section 5.5 Vacancies

(A) Group One Directors: A vacancy in the Group One Directors shall be filled by appointment by the Chairman of the Board of Trustees, following consultation with the Board of Trustees.

(B) Group Two Directors: In the event the positions of President and/or the Director of Institutional Advancement and/or MCCC General Counsel and/or the Chair of the Monroe County Alumni Association are unfilled at any time, then the person designated by the Board of Trustees of Monroe County Community College as acting President or the acting Director of Institutional Advancement or acting General Counsel or acting Chair of the Monroe County Community Alumni Association shall serve as a Group Two Director. If any position remains unfilled and the Governing Board does not designate an interim replacement, the Chair of the Board of Trustees shall appoint a temporary or permanent replacement for the "College Official" position as indicated by the circumstances.

(C) Group Three Directors: Additional Group Three Directors may be nominated by The Foundation Board of Directors and recommended to the Board of

Trustees of Monroe County Community College, at any time, to achieve optimal levels of community representation, subject to the maximum number of total directors set forth in Article V, Section II.

(D) Group Four Directors: Group Four vacancies are filled by the College's President.

Section 5.6 Meetings

(A) The Foundation Board of Directors shall meet regularly four (4) times a year in the spring, summer, fall and winter. The fall meeting shall be the annual meeting with the actual date at the discretion of the Board of Directors. The time and place of each regular meeting shall be fixed by the Chair of The Foundation Board, with the consent of a majority of the directors, and written notice of such time and place shall be given each director at least ten (10) days before the selected date.

(B) Special meetings may be called by the Chair of The Foundation Board on his/her own motion or be called upon the written request of five (5) directors. Written notice of the time, place and subject matter of each special meeting shall be given to each director at least ten (10) days before the meeting date, unless such notice is waived in writing or by attendance at the meeting.

(C) Written concurrence by a member of The Foundation Board in any action taken at a meeting at which he/she was not present shall be equivalent to an affirmative vote at the meeting.

(D) The order of business at all meetings of the Board of Directors shall be as follows:

- (1) Call to order and roll call
- (2) Introduction of guests and delegations
- (3) Report of Secretary and approval of minutes
- (4) Report of Executive Director
- (5) Report of Treasurer
- (6) Recommended actions
 - Old business
 - New business
- (7) Other business
- (8) Adjournment

provided, however, that in the absence of any objection, the Chair or presiding officer may vary the order of business.

Section 5.7 Quorum; Meeting by Conference Telephone Forty (40) percent of The Foundation directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board; and, except as otherwise required by law, the act of a majority of directors present at a meeting at which a quorum is present shall be the act of The Foundation Board. A director may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, in such participation shall constitute presence at the meeting. If at any meeting of the Board there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum shall have been obtained.

Section 5.8 Action by Two-Thirds Written Consent Unless otherwise provided by the Articles of Incorporation or by these Bylaws, action required or permitted to be taken pursuant to authorization voted at a meeting of the Board of Directors or a committee thereof may be taken without a meeting if, before or after the action, at least two-thirds of the members of the Board of Directors or of the committee consent in writing. The written consents shall be filed with the minutes of the proceedings of the Board of Directors or committee. The written consent has the same effect as a vote of the Board of Directors or committee for all purposes.

Section 5.9 Absences In the event a director is absent from two or more regular scheduled meetings within any calendar year, The Foundation Board may, at its

discretion, deem such absence to constitute a resignation to be filled through regular Foundation Board procedures as set forth in Section 5.5.

Section 5.10 Removal Any director may be removed at any time, with or without cause, by a vote of a majority of the Board of Trustees of Monroe County Community College.

Section 5.11 Notices Any notice required by statute or by these bylaws to be given to The Foundation Board of Directors, to the Governing Board of Trustees, or to any officers of The Foundation, unless otherwise provided herein or in any statute, shall be given by mailing to such director or officer at his or her last address as the same appears on the records of The Foundation, and such notice shall be deemed to have been given at the time of such mailing.

ARTICLE VI

OFFICERS

Section 6.1 Number and Qualifications The officers of The Foundation Board shall consist of a Chair of the Board, a First and Second Vice Chair, an Executive Director, a Secretary, and a Treasurer. The Board of Directors may appoint such other assistant officers as from time to time it may determine necessary, and may define the powers and duties of such assistant officers.

The Chair of The Foundation Board, the First Vice Chair, the Secretary, and the Treasurer shall be chosen from among the Directors of The Foundation. The President of Monroe County Community College shall be the Second Vice Chair and the Director of Institutional Advancement shall be the Executive Director by virtue of their position at the College. Any officer may be required to give such fidelity bond as The Foundation Board may determine.

Section 6.2 Election The officers of The Foundation shall be elected for two year terms at the annual meeting of the Board of Directors of The Foundation beginning in the year 2004, and each shall hold office until the next bi-annual meeting, or until a successor shall have been elected and qualified. A vacancy in any office may be filled by The Foundation Board for the balance of the vacant term.

Section 6.3 Removal The Board of Directors may remove any officer at any time, with or without cause, with the exception of the Second Vice Chair and the Executive Director.

Section 6.4 Duties The duties of the officers of The Foundation shall be:

(A) The Chair shall preside over the meetings of The Foundation Board and shall have primary responsibility in The Foundation's relations with the College, and shall have the powers normally vested in the president of a corporation.

(B) The First Vice Chair shall have authority to act in case of the absence or incapacity of the Chair. If the First Vice Chair shall be absent or incapacitated, the Secretary or Treasurer shall discharge the functions of the Chair.

(C) The Second Vice Chair shall be the President of Monroe County Community College. This person shall be a liaison between the Board of Directors and the MCCC Board of Trustees as well as the college's many constituencies and shall represent those interests as appropriate in assuring the success of The Foundation's mission.

(D) The Executive Director shall be MCCC's Director of Institutional Advancement. This person will assist Foundation Directors in the actual operation of The Foundation and carry on such administrative activities as necessary for The Foundation to be effective. This person shall also function as a liaison between the Board of Directors and the College's many constituencies and shall represent those interests as appropriate in assuring the success of The Foundation's mission.

(E) The Secretary shall have supervision over the records of The Foundation, and shall record the minutes of all meetings of the Board. The Secretary may delegate the record keeping and minute taking functions to a "Recording Secretary," approved by the Board of Directors.

(F) The Treasurer shall supervise the fiscal affairs of The Foundation.

(G) The Board of Directors may prescribe additional duties for any officer.

ARTICLE VII

COMMITTEES

Section 7.1 Standing Committees

(A) Executive Committee: The officers of The Foundation and at least one Group One Director appointed by The Foundation Chair shall constitute the Executive Committee of The Foundation. During the intervals between meetings of The Foundation Board, the Executive Committee shall have, and may exercise on behalf of The Foundation Board, all of the authority of the Board in respect to the management of The Foundation. The Executive Committee shall report its acts to the Board at its regular meetings for ratification.

(B) Finance Committee: The Treasurer of The Foundation, together with The Foundation Executive Director, and the MCCC Vice President of Business Affairs or his/her designee, shall be automatic members of the Finance Committee. Additionally, at least one Group One Director, together with at least one Group Three Director, shall be appointed by The Foundation Chair, with the advice and consent of The Foundation Board. The automatic committee members, together with the appointed committee members, shall constitute The Foundation Finance Committee. The Finance Committee shall be responsible for periodic review and the annual audit of the financial affairs of The Foundation and shall make recommendations to the Board with respect to the investment policies for endowment and other Foundation funds, as well as all financial practices and the general fiscal policies of The Foundation.

(C) Scholarship Committee: The President of the College and Executive Director, together with at least one (1) director from each of the director groups 1, 3 and 4 appointed by the President, with the advice and consent of the Board of Directors, shall constitute the Scholarship Committee. The Scholarship Committee shall be responsible for the organization, implementation, and periodic review of The Foundation Scholarship Program.

(D) Annual Giving Program Committee: The Chair shall appoint an Annual Giving Program Committee, consisting of the Chair, the Executive Director, and one (1) director from each of the director groups. The Annual Giving Program Committee shall be responsible for making recommendations to the Board of Directors regarding the design and execution of the Annual Giving Program.

(E) Grants Program Committee: The Chair, in consultation with the President, shall appoint a Grants Program Committee, consisting of two Foundation Board members, one MCCC faculty member, one MCCC support staff member, and one MCCC administrator. The President and Executive Director shall serve as ex-officio members of this committee. The Foundation Executive Committee will make recommendations to The Foundation Board of Directors as to the amount to be distributed annually as grants. The Grants Program Committee shall make recommendations to The Foundation Board of Directors regarding the amount to be awarded per recipient and will be responsible for the organization and periodic review of the Grants Program.

Section 7.2 Other Committees

The Foundation Board of Directors may, from time to time, create additional committees with such powers and duties as the Board may prescribe.

ARTICLE VIII

EXECUTION OF DOCUMENTS

Section 8.1 Contracts and Documents Generally contracts and other documents to be executed by The Foundation shall be signed, unless otherwise required by law, by the Chair or a Vice Chair and by the Secretary or Treasurer of The Foundation Board. The Chair of The Foundation or that person's designee, signing alone, is authorized and empowered to execute in the name of The Foundation all routine documents arising in the day-to-day operation of the business of The Foundation. The Board of Directors may authorize any other person or persons (whether or not an officer of The Foundation), to sign any contract or other document and may authorize any such officer or other person to delegate, in writing, all or any part of such authority to any other person or persons.

Section 8.2 Notes, Checks and the Like All notes, drafts, acceptances, checks, endorsements and all evidences of indebtedness of The Foundation shall be signed by

such person or persons and in such manner as the Board of Directors may from time to time determine.

Section 8.3 Deposits All funds of The Foundation shall be deposited to the credit of The Foundation in such banks, trust companies, or other depositories as the Board of Directors may select.

ARTICLE IX

DUTY OF LOYALTY AND CONFLICT OF INTEREST

Each director on The Foundation Board owes a legal duty of loyalty to The Foundation at Monroe County Community College. This duty requires directors to exercise their powers in the best interests of The Foundation. A director shall not use his or her power to make a personal profit or to gain personal or other advantage for the purpose of benefiting another person (including but not limited to a family member), organization, or entity.

The duty of loyalty to The Foundation is not breached simply because a conflict of interest exists or appears to exist. Rather, the question of whether the duty of loyalty is properly fulfilled is determined by the manner in which an interested director and The Foundation Board act when a conflict or potential conflict of interest arises.

In order to ensure the propriety of its individual and collective actions, The Foundation directors shall adhere to the following guidelines regarding conflicts of interest:

- (A) Directors shall be alert to any interest they may have that might be considered to conflict with the best interest of The Foundation.
- (B) A director is considered to be "interested" in a matter when he or she has a financial or personal interest in a contract, transaction, or other action to which The Foundation is to be a party or when the director is contemplating entering into a transaction that involves the use of The Foundation assets.
- (C) An interested director must disclose that interest and describe to other directors all relevant facts concerning the matter known to the interested director.

(D) An interested director shall seek approval by disinterested directors of all interested transactions or conduct.

(E) The Board of Directors must act on all interested matters with complete candor and for the purpose of furthering the best interests of The Foundation. Disinterested directors shall consider an interested matter to determine whether the proposed transaction is on at least as favorable terms to The Foundation as might be available from other persons or entities and whether the process by which the decision is reached is appropriate.

(F) When any matter arises in which a director is interested, The Foundation Chair shall excuse the interested director from participation in the discussion, and the interested director shall leave the meeting while the disinterested directors discuss and vote on the matter. The interested director shall abstain from voting on the matter.

(G) Disclosure of conflicts of interest and the results of the directors' consideration of the matter should be documented appropriately in the minutes of the meeting.

ARTICLE X

INDEMNIFICATION

Subject to the conditions set out below, each person now or heretofore or hereafter a Foundation director, officer or employee of The Foundation, whether or not such person continues to serve in any such capacity at the time of incurring the costs or expenses hereinafter indicated, shall be indemnified by The Foundation against all financial loss, damage, costs and expenses (including counsel fees) reasonably incurred by or imposed upon him/her in connection with or resulting from any civil or criminal action, suit, proceeding, claim or investigation in which he/she may be involved by reason of any action taken or omitted to be taken in good faith as such director, officer or employee of The Foundation. Such indemnification is subject to the condition that a majority of the quorum of The Foundation Board of Directors comprised of those directors who are not parties to such action, suit, proceeding, claim or investigation or, if there be no such quorum, independent counsel selected by a quorum of the entire Board of Directors, shall be of the opinion that the person involved exercised and used the same degree of care and skill as a prudent person would have exercised or used under the circumstances, or that such person took or omitted to take such action in reliance upon advice of counsel for The Foundation or upon information furnished by an officer or employee of The Foundation and accepted in good faith by such person. The indemnification provided herein shall

inure to the benefit of the heirs, executors, or administrators of any director, officer or employee and shall not be exclusive of any other rights to which such party may be entitled by law or under any resolutions adopted by The Foundation Board.

ARTICLE XI

DISSOLUTION

The Foundation may be dissolved and its charter revoked by a two-thirds vote of the full Board of Trustees of Monroe County Community College. Further, The Foundation may otherwise be dissolved by operation of law.

Upon dissolution of The Foundation, its remaining assets, if any, shall be distributed to Monroe County Community College, an institution of higher education in the State of Michigan, established upon Act 188, Public Acts of 1955, as amended. If, at the time of dissolution the said College is not in existence or is unable to accept the assets, the distribution will be made to one or more organizations organized and operated exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as now in force or afterwards amended, as the directors of The Foundation shall determine.

ARTICLE XII

COMPENSATION AND FEES

No director or officer of The Foundation may receive any compensation or fees for services rendered nor may such director or officer receive any other pecuniary benefit by virtue of his or her office, excepting reimbursement of out-of-pocket expenses; provided, however, nothing herein contained shall limit the right of the Board of Directors of The Foundation to establish and pay compensation to an Executive Director, Legal Counsel or, in the discretion of the Board of Directors, to fix and pay nominal compensation to the Secretary or Recording Secretary for the administrative and record keeping duties actually performed in fulfillment of the Secretary's duties. Further, the Board of Directors may authorize compensation to college employee directors who provide services to The Foundation, pursuant to contract or local operating agreement.

ARTICLE XIII

AMENDMENTS AND MISCELLANEOUS PROVISIONS

Section 13.1 Amendments These bylaws may be altered or amended at any duly called meeting of the Directors at which a quorum is present by a 2/3 majority vote, provided that written notice naming the substance of the proposed amendment has been sent to each Director and the President of MCCC at least 30 days in advance of the date of the meeting. Upon approval by The Directors, amendments to these bylaws shall become effective only upon ratification by the Board of Trustees of MCCC.

Section 13.2 Policies and Procedures The Board of Directors may adopt additional policies and procedures, general or specific, for the conduct of the affairs of The Foundation; provided, however, no such additional policy or procedure shall be inconsistent with or in contravention of any provision of the articles of incorporation or these bylaws.

Section 13.3 Local Operating Agreement The Board of Directors shall enter into a local operating agreement, at the request of the Board of Trustees which addresses the provision of space, materials, supplies, personnel, administrative services, fund transfers, and other pertinent topics.

ARTICLE XIV

SAVINGS PROVISION and PRESERVATION OF TAX EXEMPT STATUS

These bylaws shall govern the conduct of the affairs of The Foundation and define the rights, powers, and duties of the members, trustees, and officers except as otherwise provided by law. Whenever possible, each provision shall be interpreted and applied in such manner so as to be effective and valid under applicable law, but if any provision shall be prohibited by or be deemed invalid under applicable law, such provision shall be ineffective to the extent of such prohibition of invalidity, without invalidity of the remainder of such provision or the remaining provisions of these bylaws. No provision of these bylaws shall be interpreted or applied in such manner as to disqualify The Foundation from tax-exempt status under the laws and regulations of the United States of America.

(Adopted by the Board of Trustees 7/14/99.)

(Revised Article VI, Section 6.4 (C), Duties, recommended by The Foundation Board of Directors 9/13/99; adopted by the Board of Trustees 10/25/99.)

(Revised Article V, Section 5.3, Groups and Qualifications, and Article V, Section 5.5 (B), Vacancies, recommended by The Foundation Board of Directors 9/9/02; adopted by the Board of Trustees 9/23/02.)

(Revised Article VII, Section 7.1 (B), Standing Committees – Finance Committee, and Section 7.1 (E) Standing Committees – Grants Program Committee, recommended by The Foundation Board of Directors 9/9/02; adopted by the Board of Trustees 9/23/02.)

(Revised Article VI, Section 6.2, Officers – Election, recommended by The Foundation Board of Directors 3/8/04; adopted by the Board of Trustees 3/22/04.)