Bylaws of
Oregon Coast Community College Foundation

Article I. General

Section 1. Name. This Foundation shall be known as the Oregon Coast Community College Foundation, hereafter referred to as the Foundation.

Section 2. Purposes. The purposes of the Foundation are:

A. To promote and further the development and advance the mission of Oregon Coast Community College (OCCC);

B. To solicit, receive, and administer funds for charitable and educational activities for the benefit of students, staff, and faculty of OCCC;

C. To conduct fundraising campaigns and to supervise and assist in fundraising programs for OCCC;

D. To give, grant, and issue scholarships to students for study at OCCC;

E. To provide funds for lectures, speeches, seminars, conferences, research, scientific and educational programs, surveys, investigations, and other activities for the education, enjoyment and benefit of OCCC, its students and faculty and the general public of Lincoln County;

F. To provide funds for facility construction and improvements;

G. To provide funds or other incentives that will promote faculty and staff development;

H. To do and perform such acts as may be necessary or appropriate for carrying out the foregoing purposes of the Foundation and in connection therewith to engage in any lawful activity, none of which is for profit, for which foundations may be organized pursuant to the Oregon Nonprofit Corporation Act.

Section 3. Activities. The Foundation shall be restricted to activities of a charitable and educational nature consistent with the purposes of the Foundation. No part of the net earnings of the Foundation shall inure to the benefit of any private person or organization. No substantial part of the activities of the Foundation shall be carried out as propaganda or otherwise attempting to influence legislation. The Foundation shall not participate in, intervene in, publish, or distribute statements in any political campaign on

behalf of any candidate for public office. The Foundation shall not discriminate in any manner against any person based on race, creed, color, gender, national origin, marital status, disabilities, or other discriminations governed by law.

Article II. Offices

The principal office of the Foundation is at 400 SE College Way, Newport, OR 97366, Lincoln County, and State of Oregon. Said office may be changed as the College designates other space.

Article III. Membership

The Foundation shall have no members; provided, however, that the Board of Directors, hereafter referred to as the Board, by amendment to these Bylaws and/or the Articles of Incorporation may authorize and provide for members, and, in such event shall prescribe the qualifications, rights, privileges, immunities, and classes of members.

Article IV. Board of Directors

Section 1. Number. The Board shall consist of no fewer than nine or more than nineteen Directors.

Section 2. The OCCC President shall serve as an ex-officio member of the Board.

Section 3. Election. Directors shall be brought forward through a nomination process and elected by a majority vote of the Board. During the nomination process prospective Directors shall complete an application of interest.

Section 4. Term of Office. Each Director shall be elected to a three-year term. Term of office shall run from July 1 – June 30 for three years following. The Foundation Executive Director (FED) shall notify Directors three months prior to the end of their term and discuss whether they are interested in continuing on the Board in which case they shall be eligible for re-election.

Section 5. Leave of Absence. Any Director of the Foundation may request a leave of absence if the Director plans to miss more than two consecutive regular board meetings. The request must be in writing, including electronic communication, not to exceed six months and must be approved by the Board.

Section 6. Resignation. Any Director may resign at any time by written notice, including electronic communication, to the FED. Such resignation shall take effect at the time specified.

Section 7. Removal. A Director may be removed, with or without cause, at a regular meeting or

a meeting called expressly for that purpose, by a vote of two-thirds of the Directors in office. A Director is subject to removal when missing three or more consecutive meetings without cause or notification.

Section 8. Duties and Responsibilities. The business and affairs of the Foundation shall be managed and controlled by its Board of Directors. Subject to the provisions of the Oregon Nonprofit Corporation Act and the Articles of Incorporation and Bylaws of this Foundation, the Board shall do and perform every act and thing whatsoever which it shall deem necessary, expedient, or advisable to carry out the purposes of this Foundation.

A. All Directors agree to the Role Description (attached) as approved by the Board to include a commitment of time and financial support.

B. All Directors agree to abide by the confidentiality policy (attached) of the Board and hold in confidence all matters discussed during Board meetings unless given permission otherwise.

Section 9. Regular Meetings. A minimum of three regular meetings and one Annual Meeting and Retreat of the Board will be held each year. Directors are expected to attend no fewer than three meetings during the fiscal year.

Section 10. Annual Meeting and Retreat. The Annual Meeting and Retreat of the Board shall be held in the first quarter, on a date selected by the Board, for electing officers and for the transaction of such other business as may come before the meeting. The Retreat shall be in the place and at the time specified in the notice of said meeting.

Section 11. Special Meetings. Special meetings of the Board may be called by or at the request of the Board, the Executive Committee, FED, or the President, to be held at such place and time, as the person or persons calling such meeting shall specify.

Section 12. Notice. Notice of the Annual Meeting and Retreat of the Board shall be given at least ten days prior; notice of regular meetings shall be given at least seven days prior to the meeting date. Notice must be given in writing delivered personally, mailed or by any other means of electronic communication. Notice of special meetings of the Board shall be given at least three days prior to the meeting date; delivered the same as above. A Board member may decline or waive his or her meeting notification. The waiver must be in writing, signed by the member entitled to notice and entered in the minutes of the meeting.

Section 13. Quorum. A majority of the number of Directors (excluding those on leave of absence) in office shall constitute a quorum for the transaction of business at any meeting of the Board. If a quorum cannot be convened at the meeting, a majority of the Directors present may adjourn and reconvene the meeting at a time when a quorum can be established.

Section 14. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board. Each member of the Board shall be entitled to one vote.

Section 15. Action by Written Consent. Any action which may be taken at a meeting of the Board, may be taken without a meeting if there is consent in writing or by electronic communications. Such action shall be signed by a majority of the Directors and be recorded in the minutes at the next meeting.

Section 16. Electronic Conference Meeting. Any Director of the Board may attend a regular, special, or retreat meeting of the Board by means of a conference call or similar communication equipment, which allows all participants to communicate with each other. Board Directors who need to attend a meeting by electronic conference should notify Foundation staff prior to the meeting so arrangements can be made.

Section 17. Presumption of Assent. A Director who is present at a meeting of the Board shall be presumed to have assented to the action taken unless he or she verbally dissents. Such dissent shall be entered in the minutes of the meeting.

Section 18. Compensation and Expenses. Directors shall serve without compensation. Expenses incurred in connection with performance of their official duties may be reimbursed from the Foundation budget to Directors upon approval of the Board of Directors or the Executive Committee.

Section 19. Conflict of Interest. The Conflict of Interest Policy (attached) of the Foundation governs a Director's possible or real conflict of interest.

Article V. Honorary/Emeritus Directors

Section 1. Appointment and Tenure. The Foundation shall have such Honorary/Emeritus Directors as the Board shall determine and appoint. Honorary/Emeritus Directors shall be chosen based on distinction, achievement, special services, or outstanding interest in the Foundation and OCCC. Such Directors shall serve at the pleasure of the Board and shall hold no voting power. The Emeritus role is an honorary distinction that shall not attend Board meetings and shall not receive confidential information discussed in said meetings (including but not limited to meeting minutes, financial statements, financial gifts, donor/prospect information, or the specifics of fundraising efforts that are not public knowledge).

Article VI. Committees

Section 1. Appointment. The Board may appoint such committees as are deemed appropriate and shall define their charge.

Section 2. Executive Committee. The Executive Committee shall consist of the President, President-Elect, Secretary, Treasurer, and Past President. The FED and College President shall also sit on this committee. The President of the Board presides at all meetings of the Executive Committee. Between meetings of the Board, the Executive Committee shall have and exercise the authority of the Board in the management of the Foundation. Exceptions include but are not limited to amendments to these Bylaws, election of Directors, election of Officers, and approval of the annual budget. Meetings of the Executive Committee may be held by means of a conference telephone call or similar communications equipment by means of which all persons participating in the meeting can communicate with each other.

Section 3. Finance Committee. The primary purpose of the Finance Committee is to assist the Board of Directors in fulfilling its oversight responsibilities regarding the organization's financial health, budgeting, financial reporting, internal controls, and long-term financial planning. The Finance Committee shall consist of the Treasurer, who shall serve as Chair of the Finance Committee, and no fewer than two Directors. The Finance Committee is authorized to obtain consultation with financial professionals and have financial professionals attend Finance Committee meetings; however, these professionals will not be considered members of the Finance Committee. The Finance Committee acts in an advisory capacity to the Board of Directors and does not possess executive authority to bind the organization, alter approved budgets, or make major financial decisions without explicit authorization or delegation from the full Board of Directors.

Section 4. Committees. All other committees shall consist of at least one Board Director who will serve as committee chair and appoint other non-Board members as deemed appropriate to the purpose of the committee. Committees will have agendas, maintain minutes, establish a budget, and report to the Board as appropriate.

Article VII. Officers

Section 1. Officers. The Officers of the Foundation shall be a President, President-Elect, Secretary, and Treasurer, each of whom shall be elected by the Board. The Past President is also an Officer of the Board.

Section 2. Election and Term of Office. The Officers of the Foundation shall be elected biennially by the Board at the Annual Meeting and Retreat, as per the following schedule: the President and President-Elect shall be elected in even-numbered years and the Secretary and Treasurer shall be elected in odd-numbered years. Except as provided below, each Officer shall hold office until his or her successor shall have been duly elected and accepted into office, or until he or she shall resign.

Section 3. Removal. Any Officer elected by the Board may be removed by the Board.

Section 4. Vacancies. A vacancy in any office because of death, resignation, or removal, may be filled by the Board for the un-expired portion of the term.

Section 5. President. The President shall preside at all meetings of the Board and the Executive Committee. The President shall sign, with the Secretary or any other authorized Officer of the Foundation, any contract or other instrument which the Board or Executive Committee has authorized to be executed; except in cases where, the signing and execution of a contract or other instrument has been especially delegated by the Board, Executive Committee, or by these Bylaws to some other Officer or agent of the Foundation, or shall be required by law to be otherwise signed or executed. The President shall perform such other duties as from time-to-time may be prescribed by the Board.

Section 6. President-Elect. In the absence of the President or in his or her inability, or refusal to act, the President-Elect shall perform the duties of the President. The President-Elect shall perform such other duties as from time-to-time may be prescribed by the Board.

Section 7. Secretary. The Secretary shall record the minutes of the meetings of the Board and verify that all notices are duly given in accordance with the provisions of these Bylaws, the Articles of Incorporation, or as required by law and perform other duties as from time-to-time may be prescribed by the President or the Board.

Section 8. Treasurer. The Treasurer handles the oversight of the financial accounts and reports of the Foundation. The OCCC Vice President of Administrative Services (VPAS) or his or her designee shall keep in the records belonging to the Foundation, full and accurate accounts of all receipts, disbursements and he or she or their designee shall deposit all money, and the Board may designate other valuable effects in the name of the Foundation in such depositories as for that purpose. The VPAS or his or her designee shall disburse the funds of the Foundation, taking proper vouchers for such disbursements and shall render to the Treasurer and Directors at the meetings of the Board, or whenever requested by them, an account of all transactions acting under the authorization of the Treasurer and of the financial condition of the Foundation. The Treasurer will review all financial transactions of the Foundation with the VPAS on a quarterly basis. The Treasurer shall present a written summary to the Board at each regularly scheduled meeting. The VPAS shall be an ex-officio member of the Finance Committee. The Treasurer shall be the Chair of the Finance Committee.

Section 9. Compensation and Expenses. Officers shall serve without compensation. Expenses incurred in connection with performance of their official duties may be reimbursed from the Foundation Budget to Officers upon approval of the Board or the Finance Committee.

Article VIII. Foundation Executive Director

Section 1. Foundation Executive Director. The Executive Director shall be the chief executive officer of the Foundation Board and, subject to the direction of the Board of Directors, shall be responsible for the general operation of the Foundation. The Foundation Executive Director (FED) shall serve the OCCC Foundation Board in an ex-officio and non-voting capacity.

Section 2. Foundation Executive Director/Foundation Director of Advancement - Dual Role. The Foundation Executive Director (FED) also serves as the Foundation Director of Advancement (FDA). A position description, describing the duties and responsibilities of the Foundation Director of Advancement, is available at the OCCC Human Resources Office.

Section 3. The FED reports to the OCCC Vice-President of Engagement.

Article IX. Indemnification of Directors and Officers

Section 1. General Provisions. Each director and officer of the Foundation now and hereafter in office and his or her heirs, executors, and administrators, shall be indemnified by the Foundation against all liabilities, costs, expenses, and amounts, including counsel fees, reasonably incurred by or imposed upon him or her in connection with or resulting from any action, suit, proceeding, or claim to which he or she may be made a party, or in which he or she may be or become involved by reason or his or her acts of omission or commission, or alleged acts or omissions as such director or officer, or subject to the provisions hereof, any settlement thereof, whether or not he or she continues to be such Director or Officer at the time of incurring such liabilities, costs, expenses, or amounts; provided that such indemnification shall not apply to liabilities incurred with respect to any matter to which such Director or Officer shall be finally adjudged in such action, suit, or proceeding to have been individually guilty of willful misfeasance or malfeasance in the performance of his or her duty as such Director or Officer; and provided, further, that the indemnification herein provided shall, with respect to any such suit, action, proceeding, or claim include reimbursement of any amounts paid and expenses reasonably incurred in settling any such suit, action, proceeding, or claim, when, in the judgment of the Board of Directors of the Foundation, such settlement and reimbursement appear to be for the best interests of the Foundation.

Section 2. Adjustments. Indemnification pursuant to this Article shall be reduced by the amount of any other indemnification or reimbursement of such Officer or Director of the liability and expense to which indemnification is claimed. The foregoing right of indemnification shall be in addition to and not exclusive of any and all other rights as to which any such Director or Officer may be entitled under any statute, agreement, or otherwise.

Section 3. Advancement of Expenses. Expenses incurred with respect to any claim, action, suit, or other proceeding of the character described in this Article may be advanced by the Foundation prior to the final disposition thereof upon receipt of any undertaking by or on behalf of the recipient to repay such amount unless it shall ultimately be determined that he or she is entitled to indemnification under this Article.

Section 4. Insurance. The Foundation shall purchase Directors Errors and Omissions insurance for the purpose of indemnification pursuant to this Article.

Article X. Contracts and Banking

Section 1. Contracts. The Board of Directors may authorize any Officer or Officers to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Foundation, and such authority may be general or confined to specific instances.

Section 2. Deposits. All funds of the Foundation shall be deposited in a timely manner to the credit of the Foundation in such banks, trust companies, or other depositories as the Board may choose.

Section 3. Checks. Such Officer(s) shall sign all checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Foundation or Officers of the Foundation and do so in a timely manner as determined by the Board.

Section 4. Loans. No loan shall be made by or to this Foundation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances; provided, however, no loans shall be made by the Foundation to its Directors or Officers.

Article XI. Gifts

Section 1. Acceptance of Gifts. The Gift Acceptance Policy of the College governs the Foundation's acceptance of gifts. The Foundation will follow the College Gift Acceptance Board Policy 3820 that delegates authority to the College President to accept or decline gifts and donations offered to the College and may refer proposed gifts for consideration by the Board of Education to consider suitability.

Article XII. Accounting/Fiscal Year and Financial Reports

Section 1. Accounting/Fiscal Year. The accounting/fiscal year of the Foundation shall begin on the first day of July and end on the last day of June of each year.

Section 2. Accounting/Fiscal Review. At the end of the accounting/fiscal year, the books of the Foundation shall be closed and may be audited or reviewed by a certified public accounting firm selected by the Board. The audit report or any other financial reports shall be promptly delivered to each Foundation Director and College President. The Foundation shall permit the College to inspect all Foundation books and records at reasonable times. The Foundation shall provide such reports and information on its financial status and operations as required by the College President in order to assure conformance by the College and the Foundation within the provisions of this Agreement.

Section 3. Distribution of Funds. Funds may be requested from the Foundation in accordance with Article I, Section 2, Purposes of the Foundation.

Article XIV. Amendments

Section 1. Amendments. Per the terms of the agreement between OCCC and the OCCC Foundation, the Foundation must receive written approval from the College prior to making changes to the Bylaws. Once this written approval has been received, the Bylaws of the Foundation may be amended or repealed, and new Bylaws approved by the vote of a majority of the Directors in office at any meeting of the Board.

Section 2. Review of Bylaws. The Bylaws of the OCCC Foundation shall be reviewed every two years in odd numbered years no later than 60 days prior to July 1. Any change(s) to the Bylaws require College Board approval before approval by the Foundation Board at the Annual Meeting and Retreat or any other meeting of the Board.