



## **Columbia State Community College Foundation Bylaws**

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### **ARTICLE I *Name***

This organization shall be known as the Columbia State Community College Foundation, hereinafter called the "Foundation."

### **ARTICLE II *Purpose***

The purpose and objectives of the Foundation shall be those as established in the Charter of Incorporation issued by the Secretary of State, under date of March 4, 1971, as such Charter now exists and as may be amended from time to time.

### **ARTICLE III *Board of Trustees***

The corporate powers of the Foundation shall be exercised by a Board of Trustees within the general rules that have been or may hereafter be established by the State Board of Regents.

Section 1. The voting membership of the Board of Trustees shall be not less than twelve (12) or more than thirty-five (35) with the entire membership not to exceed forty-five (45).

Section 2. The Board of Trustees shall include the Chief Business Officer of the College and the Chief Development Officer of the College as nonvoting ex-officio members. The President of the College shall serve as an ex-officio voting member of the Board of Trustees.

Also included as nonvoting ex-officio members will be the Chair of the Alumni Advisory Council and the President of the Athletic Boosters' Club. Serving as Chair of the Alumni Advisory Council and the Athletic Booster President shall not prevent these individuals from being elected to a full three-year term prior to or following his/her term in their respective offices.

The following shall serve on the Foundation Board as nonvoting ex-officio members during the time of his/her office term: the President of the SGA, the Chair of the Professional Staff Constituency Group, the Chair of the Support Staff Constituency Group and the President of the Faculty Senate.

The Board recognizes that there may be a member of the community who works closely with the president in the promotion of the College and Foundation. Therefore, the Board provides the President of the College with the option of appointing said individual as an Honorary Foundation Trustee. The



individual will serve in this capacity as a nonvoting ex-officio member with a one year renewable term upon reappointment by the president.

Section 3. The term of office of all elected trustees shall be three years. Members may be nominated and elected for one additional three year term.

Elected officers whose elected terms exceed the 3-year limit are excluded from this requirement. Members may be re-nominated to return to board service after being off the board for a one-year period.

Board members' terms will end on June 30<sup>th</sup> each year to coincide with the end of the fiscal year. New member terms will begin on July 1<sup>st</sup>.

Section 4. It shall be the responsibility of the Board of Trustees to develop and promote a program to fulfill the purpose, mission, vision and values of the Foundation.

Section 5. Foundation Board members who complete one or more terms are eligible to be invited to become a Foundation Ambassador upon leaving the Foundation Board.

Former presidents of Columbia State Community College will have all the privileges of Foundation Ambassadors and be invited to all Foundation Board quarterly meetings.

#### **ARTICLE IV**

##### ***Projects***

Section 1. Special projects not included in the budget should be submitted, in accordance with Foundation policy, to the College for review and recommendation to the Investment/Finance Committee for action.

Section 2. The Foundation is authorized to provide funds for scholarships, equipment and facilities, staff and faculty professional development, programs and services, and for any other purpose deemed acceptable by the Board of Trustees, if such funds are in keeping with the educational purposes for which the Foundation is organized.

Section 3. The Board of Trustees shall be responsible for determining policies with regard to the solicitation of funds. These policies shall adhere to the Tennessee Board of Regents "Policy on Gift Solicitation."

#### **ARTICLE V**

##### ***Meetings***



Section 1. The Board of Trustees shall meet quarterly to conduct the business of the Foundation. Notice of meetings shall be made in writing at least ten days prior to the meeting date. Special meetings of the Board may be called with appropriate advanced notice given as possible.

Section 2. One-third (1/3) of the voting membership of the Board of Trustees shall constitute a quorum.

## **ARTICLE VI**

### ***Officers***

Section 1. The officers of the Foundation Board of Trustees shall be Chair, a Vice Chair, a Secretary, and a Treasurer.

Section 2. The Secretary shall be the Chief Development Officer of the College, and serve on the board nonvoting ex-officio. The Treasurer shall be the Chief Business Officer of the College, and serve on the board as nonvoting ex-officio.

Section 3. All officers of the board shall be elected by the Board of Trustees at the last quarterly meeting of the fiscal year and shall serve a two year term. A term of office shall begin July 1<sup>st</sup>.

Section 4. No member of the Board of Trustees shall hold more than one (1) office at a time, and no officer shall serve more than two (2) consecutive terms in that office except the Treasurer and Executive Secretary.

Section 5. The immediate past chairperson of the Foundation will serve on the Board of Trustees for a one-year term following his/her term of board service as Chairman.

## **ARTICLE VII**

### ***Executive Committee***

Section 1. The Executive Committee of the Board shall consist of the officers of the board, the immediate past chairperson, the chairs of the standing committees, and the President of the College and may have up to three (3) additional members of the board. The officers of the board shall select these three members to serve a one year term and may be reappointed.

Section 2. The Chair of the Board of Trustees shall serve as Chair of the Executive Committee.

Section 3. The Executive Committee shall be delegated such powers and duties deemed advisable by the Board of Trustees, specifically including, but not limited to, the power to act for and on behalf of the board at such times when the board is not convened in regular or special meeting.

Section 4. The Executive Committee shall meet as deemed appropriate by the chair of the Foundation Board.



Section 5. A majority of the voting members of the Executive Committee shall constitute a quorum.

## **ARTICLE VIII**

### ***Committees***

Section 1. In addition to the Executive Committee, the Foundation shall have three standing committees: a. Committee on Trustees, b. Development Committee and c. Investments/Finance Committee.

Section 2. Committee on Trustees: The Committee on Trustees shall be responsible for identifying prospective trustees, consistent with the needs of the Foundation, for Board approval. The committee shall nominate trustees to serve as officers. The committee shall also be responsible for the program of orientation of new board members, ambassador relations, and the ongoing education and evaluation of the board, including organizing board retreats. The Committee on Trustees shall be responsible for reviewing and proposing by-law changes/additions. The committee shall consist of no fewer than four (4) members of the board. The chair of the committee shall serve on the Executive Committee.

Section 3. Development Committee: The Development Committee shall provide oversight and support for the Foundation's fundraising activities, projects, and scholarship program. The committee shall support the planning of Foundation donor recognition, public relations and how the Foundation presents itself to college and external constituencies. The committee shall be composed of no fewer than four (4) members of the board. The chair of the committee shall serve on the Executive Committee.

Section 4. Investment/Finance Committee shall focus on being a good steward of funds entrusted to the Foundation for the support of the mission, vision, and values of the Foundation. This committee shall review and recommend long-term investments of endowment funds and the short-term investments of current funds. The committee shall be responsible for supporting the development of a budget prepared by the College consistent with the mission of the College and donor designations. The committee shall make its recommendations to the Board for their review and approval. The Committee shall consist of no fewer than four (4) members of the Board. The chair of the committee shall serve on the Executive Committee.

Section 5. Committee chairs shall be appointed by the Chair of the Foundation Board in consultation with the President of the College, Executive Secretary of the Foundation, and the Treasurer of the Foundation. Committee chairs shall be eligible for annual reappointment as long as they remain on the board.

Section 6. Committee members shall be appointed by the Chair of the Foundation Board in consultation with the President of the College, Executive Secretary of the Foundation, and the Treasurer of the



Foundation and the committee chairs. Committee members shall be eligible for annual reappointment to the same committee or to another as long as they remain on the board.

Section 7. Such other committees may be appointed by the Chair of the Foundation from time to time as deemed necessary to carry on the work of the Foundation.

**ARTICLE IX**  
***Expenditures***

Section 1. Expenditures of the Foundation shall be signed by two of the following members: Board Chair, Vice Chair, Secretary or the Treasurer of the Foundation.

Section 2. Financial statements (including expense and income statements and balance sheet information) for the Foundation shall be published in an annual report and distributed to the membership in a timely manner. A copy shall be forwarded to Columbia State Community College.

**ARTICLE X**  
***Parliamentary Authority***

The rules contained in the current edition of Robert's Rules of Order - Newly Revised shall govern the conduct of all meetings of the Board of Trustees and committees.

**ARTICLE XI**  
***Amendments***

Amendments to these Bylaws may be made at any meeting of the Board of Trustees by a two-thirds (2/3) vote of the voting membership of the Board of Trustees. Notice of proposed changes shall be made along with notification of the next scheduled meeting with ten (10) days written notice.

**SUMMARY OF ARTICLES**

**COLUMBIA STATE COMMUNITY COLLEGE FOUNDATION**

**PROPOSED BYLAWS**

**ARTICLE I      *Name***



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*Adopted April 15, 1971*

*Amended December 14, 2016*