



**By-Laws 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 receive and administer funds for charitable and educational activities for the benefit of students, staff, and faculty of OCCC;
- C. To conduct fund-raising campaigns and to supervise and assist in fund-raising 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 carrying on 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 By-Laws 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 9 or more than fifteen Directors. The OCCC President shall serve on the board as a voting member.

**Section 2. 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 3. Term of Office.** Each Director shall be elected to a three-year term. Term of office shall run from July 1 – June 30 of each year. The Foundation Director shall notify Directors 3 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 4. 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 5. Resignation.** Any Director may resign at any time by written notice, including electronic communication, to the Executive Director of the Foundation. Such resignation shall take effect at the time specified.

**Section 6. 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 7. 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 By-Laws 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 8. Regular Meetings.** A minimum of 6 regular meetings will be held each year. Directors are expected to attend no fewer than 4 regular meetings during the fiscal year.

**Section 9. Annual Meeting.** The Annual Meeting/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 Annual Meeting/Retreat shall be in the place and at the time specified in the notice of said meeting.

**Section 10. Special Meetings.** Special meetings of the Board may be called by or at the request of the Board, the Executive Committee, the Foundation Director or the President, to be held at such place and time, as the person or persons calling such meeting shall specify.

**Section 11. Notice.** Notice of the Annual Meeting/Retreat of the Board shall be given at least 10 days; 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 12. 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 13. 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, including the College President and Foundation Director presiding at the meeting, shall be entitled to one vote.

**Section 14. 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 15. Electronic Conference Meeting.** Any member of the Board may attend a regular or special meeting of the Board by means of a conference call or similar communication equipment, which allows all participants to communicate with each other. Board members who need to attend a meeting by electronic conference should notify the Foundation Director and Foundation Assistant prior to the meeting so arrangements can be made.

**Section 16. 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 17. 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 18. Conflict of Interest.** The Conflict of Interest Policy (attached) of the Foundation governs a Board members 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 Foundation Executive Director 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 By-Laws, 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. Other Committees.** All other committees shall consist of at least one Board member who will serve as committee chair and appoint other non-Board members as deemed appropriate to the purpose of the committee. The President shall be a member of all committees. 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 annually by the Board at the Annual Meeting/Retreat. 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 By-Laws 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 or the Executive Committee.

**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 or the Executive Committee.

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

**Section 8. Treasurer.** The Treasurer handles the oversight of the books and finances of the Foundation. The OCCC Chief of Finance and Operations (COFO) shall keep in the books belonging to the Foundation full and accurate accounts of all receipts, disbursements and he or she 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 COFO 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 COFO on a quarterly basis. The Treasurer shall present a written summary to the Board at each regularly scheduled meeting. The COFO 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, the Finance Committee or the Executive Committee.

## **Article VIII. Executive Director**

**Section 1. The Executive Director.** A position description, describing the duties and responsibilities of the Executive Director (also known as the Director of College Development) is available at the OCCC Human Resources Office. The Executive Director reports to the OCCC President.

## **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 or the Executive Committee 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 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 Foundation governs the Foundation's acceptance of gifts.

#### **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 by a certified public accounting firm selected by the Board. The audit report shall be promptly delivered to each Director.

**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.** The By-Laws of the Foundation may be amended or repealed and new By-Laws approved by the vote of a majority of the Directors in office at any meeting of the Board.