

# HAGERSTOWN COMMUNITY COLLEGE FOUNDATION, INC.

## BYLAWS

### Article I – Name

The name of the organization for which these Bylaws are written is “The Hagerstown Community College Foundation, Incorporated,” (hereinafter called the “Foundation”).

### Article II – Purposes and Objectives of the Foundation

#### Section 1.

To operate exclusively for charitable and educational purposes, including but not limited to receiving contributions; accepting, holding, investing, reinvesting, and administering any gifts, bequests, devises, benefits of trusts, and property of any sort, without limitation as to amount of value; and to use, disburse, or donate the income or principle for the benefit of the Hagerstown Community College, (herein after called the “College”), its students and faculty, including but not limited to making such grants of financial assistance to the College, its faculty and students, as prescribed in the Certificate of Incorporation of the Foundation. The Board of Directors shall be comprised of the members of the Foundation. Membership shall be established in accordance with Article III.

#### Section 2.

The fiscal year of the Foundation shall end June 30.

### Article III – Membership

#### Section 1.

The Membership of the Foundation shall consist of 32 individuals, 29 of whom shall be voting members. The composition of the Membership shall be as follows:

- 1) The President of Hagerstown Community College, who shall be an ex-officio and non-voting member.
- 2) One (1) member of the faculty of the College elected by the faculty assembly to serve for a three-year period.
- 3) One (1) or two (2) members of the Board of Trustees of the College who will be appointed annually by the Chair of the Board of Trustees of the College.
- 4) One (1) person to be designated by the Alumni Association of the College to serve for a three-year period.

- 5) A number not to exceed twenty-five (25) persons for a three-year period with at least six (6) persons being elected annually. These persons are to be named by a majority of the members designated in numbers (1-4 above,) plus the remaining members of this category who are not up for election in that year.
- 6) The Director of Student Financial Aid and Director of Institutional Advancement shall be ex-officio and non-voting members.

### Section 2. Termination of Membership

Any member may withdraw from the Board of Directors by presenting to the Secretary a written resignation, which resignation shall be presented to the Board of Directors by the Secretary at the next meeting thereof following receipt of such resignation. Such resignation shall be effective upon its receipt by the Secretary. Successors for those who cease to be members of the Board of Directors or who withdraw or resign shall be named by the Executive Committee.

### Section 3. Attendance

Three (3) consecutive absences from scheduled Board of Directors meetings shall constitute a resignation.

## Article IV – Meetings of Members

### Section 1. Annual Meetings

The Annual Meeting of the Board of Directors shall be held in the month of June in each year, the date to be selected by the President of the Foundation for the election of officers of the Foundation and members of the Board of Directors and for the transaction of any other business.

### Section 2. Notice

Written notice of the Annual Meeting of the Board of Directors shall be signed by an officer. Notice of the Annual Meeting shall be delivered to each person who, at the time such notice is given, is a person entitled to vote as a member at such meeting. Any notice sent by courier, mail, facsimile, or e-mail to such person at his address (including mailing address, electronic mail address or facsimile number) as it appears on the records of the Foundation shall be deemed to have been received within three (3) days. Such notices shall be served personally or delivered not less than ten (10) or more than thirty (30) days before the meeting and shall state the place, date, and time of the meeting. Special meetings of the Board of Directors may be called by the Executive Committee or the President at any time. Or shall be called by the President if requested by five (5) members. Notice of a special meeting of the members of the Board of Directors shall be delivered in the same manner as for the Annual Meeting, and shall state the purpose of the meeting.

Section 3. Quorum

The presence in person of thirteen (13) of the voting members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting. If a quorum be not present, the presiding officer may adjourn the meeting, from time to time, until a quorum is obtained, except that in no case shall the presiding officer adjourn the meeting for more than thirty (30) days without calling another meeting. All members shall be given notice of all rescheduled meetings.

Section 4. Voting

Members shall vote in person at the Annual Meeting. At other meetings of the Board of Directors, (or on items designated by the President for vote by the Board or a Committee of the Board) when there is no quorum present, members may vote by mail, facsimile, or electronic mail.

Section 5. Liability

In the absence of fraud or bad faith, no Director shall be personally liable for debts, obligations, or liabilities of the Corporation.

Article V – Executive Committee

Section 1. Number

The Executive Committee shall consist of the officers of the Board, the past President, the Executive Director, and the President of the College, both ex-officio. The Executive Committee is authorized to exercise all powers of the Board when it is not in session.

Section 2. Meetings

Regular meetings of the Executive Committee may be called when the presiding officer deems advisable, and on such dates as the Executive Committee may, from time to time, determine. Special meetings may be called by the presiding officer. Three (3) days notice of special meetings shall be delivered to all members of the Executive Committee in the same manner as required in Article IV, Section 2, above.

Section 3. Duties and Meetings

The Executive Committee shall have power to hold meetings at such times and places as it deems advisable, to appoint committees, to employ necessary employees, to authorize proper expenditures and grants, and to take such other action as may be necessary or proper to carry out the purposes of the Foundation.

#### Section 4. Quorum and Vacancies

The presence of a majority of the members shall constitute a quorum for the transaction of any business and the act by unanimous vote of the majority present at any meeting of the Executive Committee shall be the act of the Board of Directors. Each member shall be entitled to one (1) vote, and shall vote in person. Whenever a vacancy shall occur in the Executive Committee, a majority of the remaining members thereof may fill the vacancy by electing a new member who shall serve until the next Annual Meeting of the Foundation.

### Article VI – Officers

#### Section 1. Officers

The officers of the Foundation shall be a President, Vice-President, Secretary, Treasurer, and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint such other officers, as it may deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors.

#### Section 2. Election and Term of Office

The officers of the Foundation shall be elected annually by the Board of Directors at the regular Annual Meeting of the Board of Directors. If the election shall not be held at such meeting, such elections shall be held as soon thereafter as conveniently may be. Each officer shall hold office until that officer's successor shall have been duly elected and have qualified.

#### Section 3. Removal

Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interest of the Foundation would be served thereby.

#### Section 4. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board of Directors for the unexpired term.

#### Section 5. President

The Board of Directors shall elect one (1) of their members as President of the Foundation. The President shall be the principal executive officer of the Foundation and shall in general supervise and control all of the business affairs of the Foundation. The President shall preside at all meetings of the members of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the Foundation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated

by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Foundation; and in general the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors, from time to time. At each Annual Meeting, the President shall give the Annual Report and such additional information as be necessary to constitute a brief resume of the Foundation's activities during the previous year.

#### Section 6. Vice-President

The Board of Directors shall elect one (1) of their members as Vice-President of the Foundation. In the absence of the President or in the event of the President's inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as, from time to time, may be assigned to him/her by the President or the Board of Directors.

#### Section 7. Treasurer

The Board of Directors shall elect one (1) of their members as Treasurer of the Foundation. The Treasurer shall have charge and custody of and be responsible for all funds and securities of this Foundation; receive and give receipts for monies due and payable to the Foundation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors, and generally perform all duties incident to the office of the Treasurer and such other duties as, from time to time, may be assigned to the Treasurer by the President or by the Board of Directors. All notes, checks issued, and transfers between Foundation Accounts will require the signatures of any two of the following: The Treasurer, President, Vice-President, or Executive Director of the Foundation.

#### Section 8. Secretary

The Board of Directors shall elect a Secretary of the Foundation who need not be a member of said Board. A Secretary who is not a member of the Board shall not have a vote for any purpose. The Secretary shall keep the minutes of the meetings; see that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law; be custodian of the corporate records and of the seal of the Foundation and see that the seal of the Foundation is affixed to all documents, the execution of which on behalf of the Foundation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as, from time to time, may be assigned to him/her by the President or by the Board of Directors.

Section 9. Compensation

No officer shall receive compensation from the Foundation for services performed in that official capacity, but officers shall be entitled to reimbursement for reasonable and necessary expenses incurred in the performance of their official duties.

Article VII – Committees

Section 1. Finance and Investment Committee

The Finance and Investment Committee shall consist of the Treasurer of the Board and at least two other members appointed by the Executive Committee of the Foundation. The presence of a majority shall constitute a quorum of the Committee, which shall meet at the call of the Chair of the Committee. The Committee will have and exercise the power to review appropriate investments and reinvestments of the Foundation's assets and funds. It will advise on new investments and make recommendations regarding policies for the disbursement of funds, to ensure that the Foundation spends monies in accordance with the written purpose of the donors. All investment and financial actions shall be reported to the next meeting of the Board of Directors of the Foundation. The Finance and Investment Committee will designate funds available for scholarship distribution.

Section 2. Academic Scholarship Committee

The Academic Scholarship Committee shall consist of the Chair, appointed by the Executive Committee of the Foundation, the College Director of Financial Aid, the faculty representative, and at least two members appointed by the Executive Committee of the Foundation.

A majority shall constitute a quorum of the Committee, which shall meet at the call of the Chair of the Committee. The Committee is responsible for and shall have the power to develop guidelines and policies for the awarding of all academic scholarships given by the Hagerstown Community College Foundation, Inc. The Committee shall oversee allocations in advance of awards, based on the amount approved by the Board of Directors of the Foundation.

Section 3. Resource Development Committee

The Resource Development Committee shall consist of the Vice-President of the Foundation who will serve as the Chair, one member of the Finance and Investment Committee, the President of the College, the Executive Director, and at least one member appointed by the Executive Committee of the Foundation.

A majority shall constitute a quorum of the Committee, which shall meet at the call of the Chair of the Committee. The Committee is responsible for recommending fund-raising projects and campaigns to be undertaken by the Foundation. It is the Committee's responsibility to set fund-raising goals and objectives, as well as to recommend policies, procedures and strategies for solicitation, receipt and acknowledgement of donors. The Committee is responsible for

promoting and publicizing activities for the Foundation, for designing and scheduling any necessary advertising authorized by the Foundation, and for handling the writing and printing of brochures and other publications authorized by the Foundation. All recommendations shall be reported to the next meeting of the Board of Directors of the Foundation.

#### Section 4. Board Development Committee

The Board Development Committee shall consist of the Chair and at least two members appointed by the Executive Committee of the Foundation.

A majority shall constitute a quorum of the Committee, which shall meet at the call of the Chair of the Committee. The Committee shall be responsible for the recruitment of new members and the nomination of officers for the Foundation. The Committee will be responsible for the on-going orientation of members and also make recommendations concerning any necessary revision of the Bylaws.

#### Section 5. Athletic Scholarship and Booster Support Committee

The Athletic Scholarship and Booster Support Committee shall consist of the Chair, appointed by the Executive Committee of the Foundation, the College Director of Financial Aid, and at least two members appointed by the Executive Committee of the Foundation. One member will serve as the liaison with the HCC Booster Club Leadership Group. The Foundation Executive Director and Dean of Student Affairs will serve as non-voting members of the committee.

A majority shall constitute a quorum of the Committee, which shall meet at the call of the Chair of the Committee. The Committee shall have the responsibility for the oversight of the Athletic Scholarship award process and coordinate with the HCC Booster Club Leadership Group whose purpose is to generate fan support and raise funds for the athletic programs of Hagerstown Community College.

Existing operational guidelines as of December 2012 for awarding scholarships and raising funds will continue to be followed. Changes can be made if a majority of the HCC Booster Club Leadership Group and Athletic Scholarship and Booster Support Committee agree to make the changes.(See Operational Guidelines).

All current and future procedures developed jointly or independently by the leadership group and the support committee must be in compliance with guidelines provided by the College's administration as applies to government laws and regulations, as well as other external mandates ( such as accreditation requirements) and the policies and procedures of HCC.

#### Section 6. President's Role on Committees

The President of the Foundation is empowered to designate regular, special, and ad hoc committees and to appoint members of the Board of Directors to such committees in furtherance of the purposes and objectives of the Foundation. The President of the Foundation shall be a

member of all committees and will exercise voting power. All committee chairs shall be appointed by the President and ratified by vote of the Board of Directors of the Foundation.

### Article VIII – Assets and Funds

#### Section 1. Ownership

All assets and funds of the Foundation shall be owned exclusively by the Foundation.

#### Section 2. Disposition

All funds of the Foundation shall be deposited in an account or accounts in the name of the Foundation in a bank or banks designated by the Board of Directors or shall be invested and reinvested, as the Board shall direct. Funds shall be expended only to advance the purposes and to pay the proper expenses of the Foundation.

#### Section 3. Investment

Subject to limitations and conditions in any gift, devise or bequest, the Foundation may invest its funds in such mortgages, bonds, debentures, shares of preferred and common stock and other securities, property, and any other legal investments that the Finance and Investment Committee may recommend or that the Board of Directors shall deem advisable.

#### Section 4. Audit & Report

The Board of Directors shall present within 120 days of the end of the fiscal year, an audited financial report, verified by the President and Treasurer or by a majority of the Directors, showing the whole amount of real and personal property owned by the Foundation, where located and where and how invested, the amount and nature of the property acquired during the year immediately preceding the date of the report, and the manner of acquisition; the amount applied, appropriated or expended during the year immediately preceding such date, and the purposes, objects, or persons to or for which such applications, appropriations, or expenditures were made; and the names and places of residence of the persons who have been admitted to membership in the Foundation during such year. Such report shall be filed with the records of the (Foundation), and an abstract thereof entered in the minutes of the proceedings of the Annual Meeting of the (Foundation). Before submitting such report, an independent audit shall be made by a C.P.A.

### Article IX – Restrictions

#### Section 1. Legislative and Political Activities

No part of the activities of the Corporation shall consist of attempting to influence legislation by propaganda or otherwise, or directly or indirectly participating in, or intervening in (including



the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

Section 2. Prohibited Transactions

The Corporation shall not engage in any of the prohibited transactions described in Section 503(c) of the Internal Revenue Code, as now in force or afterwards amended.

Section 3. Accumulation of Income

The Corporation shall not unreasonably accumulate income within the meaning of the Internal Revenue Code, as now in force or afterwards amended.

Section 4. Trade or Business

The Corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business, as defined in Section 513 of the Internal Revenue Code, as now in force or afterwards amended.

Section 5. Distribution of Earnings

No part of the new earnings of The Corporation shall inure to the benefit of any private shareholder or individual within the meaning of Section 501(c)(3) of the Internal Revenue Code, as now in force or afterwards amended.

Section 6. Compensation

No compensation shall be paid to any member, officer, Director, trustee, creator, or organizer of the Corporation or substantial contributor to it except as reimbursement for reasonable and necessary expenses incurred in the performance of their official duties.

Section 7. Public Purpose

The Corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests, such as contributors to or shareholders of the Corporation, or persons controlled directly or indirectly by such private interests.

Article X – Non-Discrimination

Section 1.

The Corporation shall not discriminate against anyone for membership on the basis of political or religious opinion or affiliation, marital status, race, color, creed, or national origin; or sex or age; or physical or mental handicap.

Article XI – Amendments

Section 1.

These Bylaws may be amended by a majority of the members of the Foundation at a duly held regular or special meeting of the Board of Directors of the Foundation, provided that notice of the proposed amendment has been stated in the notice of the meeting. Amendment of these Bylaws shall not be binding until approved and ratified by a majority of the members of the Board of Directors at a meeting duly called to consider such amendments.

Approved by action of the Corporation, November 30, 1971.

Revised and approved by action of the Corporation, February 16, 1977.

Revised and approved by action of the Corporation, May 14, 1980.

Revised and approved by action of the Corporation, March 26, 1987.

Revised and approved by action of the Corporation, June 25, 1987.

Revised and approved by action of the Corporation, June 8, 1988.

Revised and approved by action of the Corporation, November 15, 1989.

Revised and approved by action of the Corporation, March 24, 1994.

Revised and approved by action of the Corporation, June 5, 1997.

Revised and approved by action of the Corporation, June 4, 1998.

Revised and approved by action of the Corporation, June 10, 1999.

Revised and approved by action of the Corporation, September 19, 2002.

Revised and Approved by action of the Corporation, January 17, 2013