



# SOUTHWESTERN

FOUNDATION

## **Bylaws of the Southwestern Oregon Community College Foundation Adopted Sept. 8, 2022**

### **Article I**

#### **Name, Registered Office and Agent**

##### **Section 1**

This organization is an Oregon non-profit corporation. The name of the Corporation is the Southwestern Oregon Community College Foundation, hereinafter referred to as the "Foundation", an organization exempt under Section 501(c)(3) of the Internal Revenue Code, or acts amendatory thereof or supplemental thereto, and by Oregon Revised Statutes, as now or hereafter amended.

##### **Section 2**

The Foundation shall maintain its principal office in Coos Bay, Oregon. Foundation may also have offices at such other places as the Board of Trustees may appoint.

### **Article II**

#### **Relationship to Southwestern Oregon Community College**

##### **Section 1**

The Foundation is an independent corporation separate from Southwestern Oregon Community College.

##### **Section 2**

The Foundation shall not interfere with the administrative or instructional procedures and programs of the Southwestern Oregon Community College or with the activities of the Southwestern Oregon College Board of Education. The Foundation shall act to supplement programs and projects which have been mutually prioritized by the Southwestern Oregon Community College Board of Education.

### **Article III**

#### **Statement of Purpose**

The primary purpose of the Foundation is to function as a charitable, educational, not-for-profit foundation for the sole benefit of the Southwestern Oregon Community College, Coos Bay, Oregon; to assist and strengthen in every useful way the mission, work and services of the college, and to develop, enhance and utilize the ties and interests existing between the College and its alumni and friends throughout the state and nation.

Such purposes include but are not limited to the following:

1. To receive and administer funds for charitable, scientific, and educational activities for the benefit of students, staff, and faculty of Southwestern Oregon Community College;
2. To conduct fundraising campaigns and to supervise and assist in fundraising programs for Southwestern Oregon Community College;
3. To provide scholarships to students for study at Southwestern Oregon Community



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College;

4. To provide funds for lectures, speeches, seminars, conferences, research, scientific and education programs, surveys, investigations and other activities for the education, enjoyment and benefit of Southwestern Oregon Community College, its students and faculty, and the general public of the College District;
5. To provide funds for facility construction and improvements; and
6. To provide funds or other incentives that will promote faculty and staff development.

## Article IV Board of Trustees

### Section 1

#### **Duties and Responsibilities**

The business and affairs of the Foundation shall be managed and controlled by its Board of Trustees. Subject to the provisions of the Oregon Nonprofit Corporations Law and the Articles of Incorporation and Bylaws of the Foundation, the Board of Trustees shall do everything whatsoever which it shall deem expedient to carry out the purposes of this Foundation.

Board responsibilities are these:

1. To determine the mission of the Foundation and carry it out;
2. To select, nurture, and evaluate the Executive Director;
3. To terminate the Executive Director, if that becomes necessary;
4. To ensure financial solvency and integrity;
5. To require periodic external audits;
6. To help represent the college externally;
7. To evaluate and improve itself; and
8. To fill vacancies in, to change the size of membership of, and to discharge the Executive Committee and any other committee.

The duties and responsibilities of each Foundation Board Member follow:

1. To demonstrate commitment to the work of the Board by generously sharing personal time and abilities;
2. To serve as an emissary for the Foundation by communicating the College and Foundation message to the community;
3. To regularly attend scheduled Board meetings;
4. To participate in one or more regular or special committees of the Foundation; and
5. To attend and/or volunteer at Foundation and College activities and events.

### Section 2

**Membership:** The Board of Trustees shall consist of not less than five (5) or more than thirty (30) members (trustees and officers included). The Board of Trustees shall always include two (2) Board of Education members from Southwestern Oregon Community College, who shall be appointed by that Board to serve in a non-voting ex-officio capacity for a one-year term, though they may be re-elected for additional terms.

### Section 3

**Non Voting Members:** The Foundation may have nonvoting members at the discretion of the



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Board of Trustees. The Board of Directors may establish different categories of nonvoting membership and determine or alter any obligations and privileges of members in those categories by ordinary resolution. The nonvoting members will not have the power to vote on the election of Directors, or to participate in a binding vote on corporate matters.

The Non Voting Members of the Board of Trustees shall always include the President of the College and the Vice President of Administrative Services of the College, who shall serve on the Foundation Board of Trustees in a non-voting ex-officio capacity.

The Non Voting Members of the Board of Trustees shall always include one member of the Southwestern Oregon Community College faculty, selected by the Faculty Senate; who shall serve as a Trustee for a one-year term in a non-voting ex-officio capacity. The Board of Trustees shall also include one member of the Southwestern Oregon Community College classified staff, selected by the classified staff and appointed by the College President, who shall serve as a Trustee for a one-year term in a non-voting ex officio capacity.

## **Section 4**

**Term of Office:** Except as provided above, all Trustees shall be elected by the Board of Trustees to a four-year term, and shall serve until a successor is elected. Trustees shall be eligible for re-election. The election of Trustees will take place at the Annual Meeting, as described below for all expiring terms. The terms of Trustees so elected shall begin on July 1 and end on June 30.

## **Section 5**

**Nominations:** Any member of the Board of Trustees of the Foundation may nominate a Trustee. All nominations shall be presented to the Board of Trustees for consideration and vote.

## **Section 6**

**Policy and Resolutions:** The Board of Trustees may establish written, standing policies, which may be amended, waived, supplemented or revoked at any time by the Board of Trustees. Standing policies shall be reviewed annually by the Board of Trustees.

## **Section 7**

**Vacancy:** In case of a vacancy on the elected Board of Trustees, the remaining Trustees may elect a successor to hold office for the unexpired portion of the term of the Trustee whose place has become vacant.

## **Section 8**

**Resignations:** Any member of the Board of Trustees may resign at any time by delivering written notice to the Secretary of the Foundation. Such resignation shall specify the date to be effective.

## **Section 9**

**Removal of a Trustee:** A Trustee may be removed with or without cause at any regular meeting, or at a meeting called expressly for that purpose, provided that one month's prior notice has been given to the Trustee in question for conduct inimical to the Foundation, that a quorum is present and by the affirmative secret ballot vote of two-thirds of the Trustees.



### **Section 10**

**Compensation:** No Trustee shall receive a salary or other compensation for service to this Foundation, but Trustees shall be allowed actual and necessary expenses incurred in the performance of their duties.

### **Section 11**

#### **Honorary Trustees - Appointment, Tenure and Powers**

The Foundation shall have such honorary trustees as the Board of Trustees or Executive Committee shall determine and appoint. Honorary trustees shall be chosen based on distinction, achievement, special services or outstanding interest in Southwestern Oregon Community College. Such honorary trustees shall serve in an advisory capacity, only, to the Board of Trustees and the Executive Committee. Honorary trustees shall not be entitled to vote at a meeting of the Board of Trustees, nor shall they be counted in determining whether a quorum is present at any meeting of the Board of Trustees.

### **Section 12**

#### **Trustees Emeritus- Appointment and Tenure, Duties and Responsibilities**

The Board of Trustees may grant emeritus status to former Trustees who have faithfully discharged their duties in an exceptional way. Length of service, contributions, and distinguished or unusual service may be among the determining factors.

Trustees Emeritus shall be named in a formal Board resolution. They shall receive notice of all meetings of the Board, and be invited to attend meetings as a non-voting member. They shall be invited to college activities and special events, and given special recognition when deemed appropriate.

**Executive Director:** An Executive Director shall be appointed by the Board of Trustees of the Foundation in consultation with the College President. The Executive Director shall attend to the day-to-day operation of the Foundation, shall carry out such duties as are assigned by the Board of Trustees, and be fully advised about the business of the Foundation. The Board of Trustees shall evaluate the performance of the Executive Director on an annual basis in collaboration with the College President. The Executive Director will have the authority to hire staff, establish staff duties and performance standards, and evaluate the performance of staff.

## **Article V Meetings**

### **Section 1**

**Annual Meeting:** An annual meeting of the Foundation shall be held each year. The date, time and place shall be determined by the Executive Committee and sent to all Trustees at least thirty (30) days prior to the annual meeting.

### **Section 2**

**Other Meetings:** Other regular meetings of the Board of Trustees shall be held as necessary during the fiscal year. The date, time, and place of the meeting shall be determined by the Executive Committee and sent to all Trustees at least ten (10) days prior to the meeting.



### **Section 3**

**Special Meetings:** Special meetings of the Board of Trustees may be called at any time or place upon the call of the Chairperson and/or two (2) other members of the Board of Trustees. Notice of the time, place, and purpose of special meetings shall be sent to all Trustees at least three (3) days in advance of the meeting.

### **Section 4**

**Attendance:** Any Trustee who misses more than two (2) consecutive meetings of the Board of Trustees without sufficient cause as determined by the Board may forfeit membership on the Board of Trustees.

### **Section 5**

**Quorum:** In order to conduct business at a Board meeting a quorum must be present. A quorum is defined as one more than half of the sitting Board members. Members participating by telephone may be counted in determining a quorum.

### **Section 6**

**Telecommunications and Electronic Meetings:** Meetings may be held or individual Trustees may participate in meetings by telephone, video conferencing, internet-based communication, or any other method, so long as all participating Trustees can simultaneously hear and speak with each other. A Trustee participating in such a meeting is deemed present for purposes of a quorum and voting.

### **Section 7**

**Decisions by Email.** Voting by email is authorized by the Board of Trustees. Unless prohibited or limited by the Articles of Incorporation or these Bylaws, any decision or action which may be made by the Board at any annual, regular, or special meeting of the Board of Trustees may be made by email without a meeting if: (1) The Foundation has a record of all Trustees' email addresses; and (2) The Foundation maintains a copy of the announcement and a record of the Trustees' votes with the corporate records. Electronic signatures, whether from the email address of the Trustee's address of record or through reliable third-party electronic signature platforms, shall have the same legal force and effect as hard copy ink signatures.

The Board Chair, Secretary, Executive Director, or their designees, are all authorized to send electronic announcements for a vote to the entire Board of Trustees. The electronic announcement shall be sent to each Trustees at the email address stored in the corporate records and shall include: (1) A description of the action to be taken; (2) a deadline to respond with a vote which may not be less than forty-eight (48) hours; (3) a statement that a Trustees may change their vote any time prior to the deadline; and (4) an effective date if the action is intended to be effective at a date which is later than the deadline date. Voting by electronic mail does not require a second.



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The affirmative vote of a majority of all Trustees in office is an act of the Board of Trustees if the action is taken pursuant to this section, unless a greater number of affirmative votes for the proposed action is required by law, the Articles of Incorporation, or these Bylaws.

## Article VI Officers

### Section 1

**Officers of the Foundation:** The Officers of the Foundation shall be a Chairperson, Vice-Chairperson, Secretary, Treasurer, and such other officers as may be deemed necessary by the Board of Trustees.

### Section 2

**Election of Officers:** Officers shall be elected from and by the Board of Trustees at an annual meeting of the Board of Trustees for a two (2) year term. Officers shall serve until their successors have been elected. Incumbents may stand for successive elections at the pleasure of the Board.

### Section 3

**Vacancy in Office:** In case of any vacancy in an officer's position, the Board of Trustees shall elect a Trustee to fill the vacancy for the balance of the term of the officer whose place became vacant.

### Section 4

**Powers:** The officers of this Foundation shall have powers and perform such duties as stated in these Bylaws or as authorized by the Board of Trustees and confirmed in writing.

### Section 5

#### Duties

**Chairperson:** The Chairperson shall preside at all meetings of the Board of Trustees and have general charge and supervision over the property, activities, and affairs of this Foundation. The Chairperson shall co-sign with the Secretary all documents authorized by the Board of Trustees as a condition of their being legally binding. The Chairperson may also be known as the Board President on certain legal documents.

**Vice-Chairperson:** In the absence of the Chairperson, the Vice-Chairperson shall have all of the duties and responsibilities of the Chairperson.

**Secretary:** The Secretary shall when requested by the Chairperson to do so, co-sign and execute with the Chairperson all deeds, bonds, contracts, and other obligations or instruments in the name of the Foundation as authorized by the Board of Trustees. The Secretary shall delegate to the Executive Director the delivery of all notices on behalf of the Foundation.

**Treasurer:** Subject to the direction and control of the Board of Trustees, the Treasurer shall supervise the custody, control, and disposition of the funds and securities of the Foundation, and shall account for the same. At the expiration of his/her term of office, he/she shall turn over to



his/her successor all property of the Foundation under such Treasurer's control and supervision.

## **Article VII Committees of the Board**

### **Section 1**

Appointment: The Board of Trustees, the Executive Committee, and, when authorized, Chairperson of the Foundation may appoint such committees as are deemed appropriate.

### **Section 2**

Duties and Responsibilities: Each committee shall have and may exercise such power as is set forth in these Bylaws or as may be conferred or authorized by the resolution appointing it; provided, however that such committee shall not have the authority to do the following:

1. Amend, alter, or repeal these Bylaws or the Articles of Incorporation;
2. Elect, appoint, or remove any member of the Executive Committee or any Trustee or Officer of the Foundation;
3. Adopt a plan of merger or adopt a plan of consolidation with another foundation;
4. Authorize the sale, lease, exchange or mortgage of all or substantially all the property and assets of the Foundation;
5. Authorize the voluntary dissolution of the Foundation or revoke proceedings thereof; nor
6. Adopt a plan for the distribution of the assets of the Foundation; or amend, alter, or repeal any resolution of the Board of Trustees.

The designation and appointment of any committees and the delegation thereto of the authority shall not operate to relieve the Board of Trustees or any individual trustees of the responsibility imposed upon it or him/her by law.

### **Section 3**

Quorum: A majority of the members of a committee shall constitute a quorum; any transaction of a committee shall require a majority vote of the quorum present at any meeting. Each member of a committee including the person presiding at the meetings shall be entitled to one (1) vote.

### **Section 4**

Removal of a Member: The committee chairperson and the Executive Committee may remove at any time, with or without consent, a member or members of that committee.

### **Section 5**

Meetings: Committees shall meet at the call of the chairperson at such place, as he or she shall designate after reasonable notice has been given to each committee member. Each committee shall make a report to the Board of Trustees of its action within reasonable time subsequent thereto.

### **Section 6**

Standing Committees: The Board of Trustees shall establish standing committees and may specify purposes and responsibilities of the committees, and grant authority for the Board Chairperson to name the committee chairperson and members of the committees. Each





standing committee shall be chaired by a Foundation Board Trustee. Non Voting members are eligible to be part of a committee, but have no voting rights.

### **Section 7**

**Executive Committee:** The Executive Committee shall consist of the officers of the Board of Trustees and include the College President and Executive Director, each of whom shall serve in a non-voting, ex-officio capacity. The Executive Committee shall be delegated the authority to establish organizational procedures for the Board of Trustees and to act on emergency matters required of the Foundation between meetings of the Board of Trustees. All Executive Committee actions in the name of the Foundation must be ratified by the Board of Trustees. The Executive Committee and, when authorized, the Chairperson of the Foundation shall have the power to fill vacancies in, to change the size or membership of, and to discharge committees other than the Executive Committee.

#### **A. Fundraising Committee**

The Foundation Board as a whole serves as the Fundraising Committee in collaboration with the Executive Director. It shall be each Board Trustee's responsibility to identify potential donors in the community and to assist in the education of those individuals to the strengths and needs of the College and programs. They will also identify those individuals and companies who can make major gifts, match those individuals and company leaders with the programs and projects in which they have an interest and assist in creating opportunities for them to be donors.

#### **B. Planned Gifts Committee**

This committee will be made up of the Executive Director, at least one Foundation Board Trustee and professionals knowledgeable in charitable aspects of estate planning and asset management. They will approve the planned giving policies, and serve as advisors when a planned gift is under consideration, either as individuals, or as a body. They will also develop and implement strategies to cultivate potential donors and their advisors.

#### **C. Finance/Investment Committee**

The role of the finance committee is to supervise the management of funds to include investments and disbursements. Disbursements will be in accordance with predetermined needs and goals and approved by the Board of Trustees. The finance committee also provides advice and guidance in the management of properties, which may from time to time be gifted to the Foundation. They analyze budgets as proposed by the Executive Director and approved by the Board of Trustees.

#### **D. Audit Committee**

The role of the Audit Committee is the recommendation of an audit firm to the full Board for selection. The Committee shall meet with the auditor prior to their conducting the annual audit to review expectations and discuss services and costs. When the audit is completed, the Committee shall arrange for the presentation of the findings to the full Board of Trustees.

#### **E. Nominating Committee**

The Chair shall annually appoint a nominating committee consisting of three or more trustees to select a slate of officers for election at the annual meeting. They will also serve as a board





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development committee to receive nominations from the entire board, evaluate the qualifications of the candidate in terms of ability to give, sphere of influence, geographic representation, professional skill or knowledge. Once the board has voted their approval of the nominations, committee representatives, Board Chairperson or Executive Director may invite the selected nominee to join.

## **F. Scholarship and Grants Committee**

After the committee determines how much is available for distribution for scholarships and various projects throughout the College District, this Committee will make recommendations as to the allocation of funds. The projects for the committee to consider will be those which have been identified by the College's administration and either discussed during the Foundation's strategic planning, or presented to the Committee in the form of a grant request following that event. Either the College President or his/her designee shall sit on the Committee.

## **G. Marketing and Special Events Committee**

The Marketing and Special Events Committee will raise public awareness of the need and solicit support from the public and develop materials and events to accomplish their goals using reasonable resources. The Foundation will, however, also seek events to co-sponsor that are managed by other entities in the effort to gain community visibility.

## **Section 5:**

**Other Committees:** All other committees shall consist of at least one (1) trustee and may include such non-trustees as may be appointed thereto by the committee chairperson, the Executive Committee, or the Chairperson of the foundation.

## **Article VIII Fiscal Year**

For the purposes of the requirements of the Internal Revenue Code relating to non-profit corporations, the business of this Corporation shall be conducted on a fiscal year basis and such fiscal year shall expire on June 30 of the calendar year.

## **Article IX Prohibition Against Sharing in Foundation Earnings**

No Foundation trustee, officer, employee or committee member shall receive at any time any of the net earnings or pecuniary profits from the operations of the Foundation; provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Foundation in effecting any of its purposes as shall be fixed by the Board of Trustees.

## **Article X Investments**

Except as is otherwise provided in the Articles of Incorporation or in these By-Laws, the Foundation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the



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judgment of the Board of Trustees. Investment practices shall be in accordance with the investment policy.

## **Article XI Exempt Activities**

### **Section 1**

Notwithstanding any other provision of these Bylaws, no member, trustee, officer, employee or representative of the Foundation shall take any action or carry on any activity by or on behalf of the Foundation not permitted to be taken or carried on without penalty by an organization exempt from taxation, or by an organization to which contributions are deductible under federal income tax laws as they exist or as they may hereafter be amended

### **Section 2**

Other Exempt Activities: Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by (a) corporations exempt from federal income tax under section 501 (c )(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by corporations contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

## **Article XII Finances**

### **Section 1**

**Bank Deposits:** All funds of the Foundation shall be deposited to its credit in such bank or banks as the Board of Trustees may designate. All checks drawn upon such funds shall be signed and countersigned by such officers of the corporation or other persons that may be authorized by the Board of Trustees.

### **Section 2**

**Monthly Financial Report:** The Board of Trustees shall review at each regular meeting a financial report and supporting documents presented.

### **Section 3**

**Audit:** The accounts of this Foundation shall be audited annually at the termination of the Foundation's fiscal year. The results of the annual audit shall be presented at the annual meeting of the Board of Trustees or as soon thereafter as available with an informational copy to the Southwestern Oregon Community College Board of Education. Following review of the audit, the Board of Trustees may convene in Executive Session with auditors for final review, questions and comments.

## **Article XIII Conflicts of Interest**

The Board of Trustees shall adopt a conflict of interest policy consistent with IRS regulations. A conflict of interest is always present whenever the Corporation pays money or other compensation, or provides any tangible benefits, to an Officer or Trustee or to a Trustee's or Officer's family member. All transactions involving conflicts of interest must be approved using the following procedures: (1) conflict of interest transactions must be approved by the full Board



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of Trustees; they cannot be approved by the Chair, Executive Committee, Executive Director, or other staff. (2) Trustees and Officers who have a conflict of interest in any matter must (a) declare the existence of any direct or indirect conflict of interest, (b) disclose the details of the proposed transaction on the record, (c) abstain from voting on that matter, and (d) leave the room where the vote is to take place, until the votes have been counted. The minutes must record this to show that it was done. (3) The rest of the Board of Trustees must analyze the transaction and sufficient information to ensure that all transactions involving a conflict of interest are fair to the Corporation and that no special benefits are being given to any person. The information relied upon by the Board of Trustees, and its source, must be recorded in the minutes. (4) All conflict of interest transactions must be approved by the affirmative vote of a majority of all of the Trustees who do not have a conflict of interest involved in that issue as long as no less than two (2) disinterested Trustees vote to approve the transaction. All Trustees and Officers must sign a disclosure of all conflicts of interest and update it if that disclosure needs to be changed.

## **Article XIV Dissolution of Corporation**

Upon the dissolution of this Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, religious and/or scientific purposes, and which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code.

## **Article XV Indemnification**

Any trustee or officer, or former trustee or officer, of this Foundation and their heirs, executors and administrators, shall be indemnified by this Foundation, against expenses and liabilities actually or necessarily incurred by reason of being or having been a trustee or officer to the full extent allowed by law, except that there shall be no indemnification for the expenses or liabilities imposed as a result of intentional misconduct.

## **Article XVI Amendment of Bylaws and Articles of Incorporation**

The Board of Trustees may amend or restate the Articles of Incorporation or these Bylaws, and the affirmative vote of at a majority of the entire Board of Trustees is necessary and sufficient to so amend. Proper written notice must be given at least seven (7) days in advance and must include either a written copy or written summary of the proposed amendments.

LIB: 2/10/89	REV: 10/4/91	REV: 10/30/07
REV: 8/89	REV: 1/15/92	REV: 5/11/10
REV: 4/90	REV: 8/93	REV: 9/24/13
REV: 3/91	REV: 10/16/06	REV: 9/8/22
REV: 4/91	REV: 11/28/06	
REV: 5/3/91	REV: 3/13/07	