

**As Restated and Approved by the Foundation Board  
September 21, 2015**

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## **ARTICLE 1**

### **NAME**

The name of this corporation is CLACKAMAS COMMUNITY COLLEGE FOUNDATION, and the corporation is referred to in these bylaws as the "Foundation."

## **ARTICLE 2**

### **PURPOSE**

To raise friends and funds for Clackamas Community College.

## **ARTICLE 3**

### **OFFICES**

Section 3.1. Principal and Other Offices. The principal office of the Foundation shall be located at Clackamas Community College, Oregon City. The Foundation may have such other offices, either within or outside the State of Oregon, as the Board of Directors may determine or as the affairs of the Foundation may require from time to time.

Section 3.2. Registered Office and Agent. The Foundation shall have and continuously maintain in the State of Oregon a registered office and a registered agent whose office shall be identical with the registered office, as required by the Oregon Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Oregon; and the address of the registered office may be changed from time to time by the Board of Directors.

## **ARTICLE 4**

### **BOARD OF DIRECTORS**

Section 4.1. Directors. Directors of the Foundation Board are committed to raising friends and funds in support of Clackamas Community College Foundation activities.

Section 4.2. Number, Qualification, and Term of Office. There shall be no limit to the number of voting members. Voting Directors shall include the following five (5) liaison Directors: (a) a representative of the Clackamas Community College District Board of Education; (b) a representative of the Associated Student Government; (c) a faculty representative; (d) a representative of the associate faculty; (e) a representative of the College's classified personnel.

The College President and the Executive Director of the Foundation shall be ex-officio Directors and shall be entitled to all the privileges of Directorship, except the rights to vote or hold office.

Candidates for the Board shall be elected in accordance with Section 4.4. Directors shall serve three-year terms of office. Terms of office will be based upon the January 1 through December 31 calendar year. Directors elected after July 1, 2015 will serve the remainder of that fiscal year, plus a full three-year term beginning January 1, 2016. Directors elected prior to July 1, 2015 will serve out the remainder of their terms plus 6 months, so that the end of their terms coincide with the calendar year.

Directors may be nominated to serve additional term(s) by the Executive Committee upon the recommendation of the Board Development Committee. Directors whose terms of office are ending shall be notified in writing no later than 30 days prior to the end of the term and will be honored for their service at a regular Board meeting or the Annual Meeting.

Liaison Directors shall be appointed by the organization they represent on a yearly basis. Their term length is not limited except at the discretion of their organization.

**Section 4.3. General Powers.** The Board of Directors shall possess all powers necessary for the management of Foundation business including the setting of policy, the oversight of the Foundation's financial matters, and the development of short and long range plans. Also, the Board is specifically responsible for amending, restating, or repealing the bylaws; electing, appointing, or removing a Director or officer of the Foundation, except as provided in these bylaws; amending or restating the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property assets of the Foundation; authorizing the voluntary dissolution of the Foundation or revoking the proceedings thereof; adopting a plan for the distribution of the assets of the Foundation; or amending, restating, or repealing any resolution of the Board of Directors.

**Section 4.4. Selection and Ratification of Directors.** Candidates for membership on the Board of Directors shall be nominated by the Board Development Committee (or by independent nomination made in any other way) and submitted to the Board of Directors for approval. Board approval does not require a formal meeting and can be done by fax, phone, email, or in writing. Approval may occur either prior to or after recruitment.

Directors elected in accordance with this section shall assume office immediately upon election by the board, or agreement to serve, whichever comes later.

**Section 4.5. Honorary Directors.** Any individual who has made an outstanding financial and/or leadership contribution to the Foundation or to Clackamas Community College may be eligible to become an Honorary Director of the

Foundation. The Foundation will establish written criteria for Honorary Director status. Honorary Directors shall be entitled to all the privileges of a Director except the power to vote or to hold office. Nominations for Honorary Directors may be submitted by any Director to the Executive Committee for approval followed by Board ratification.

Section 4.6. Annual and Regular Meetings. The Annual Meeting of the Board of Directors shall be held in the last quarter of the fiscal year. The time and place shall be established by the Executive Committee. The Board of Directors shall hold meetings as necessary, in addition to the Annual Meeting.

Section 4.7. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Executive Committee, or by any five (5) Directors. The time and place of the special meeting shall be fixed by the President in consultation with the Executive Committee.

Section 4.8. Notice. Written notice of annual, regular, and special meetings of the Board of Directors shall be delivered at least seven (7) days prior to the meetings. Delivery shall be in person, by mail or email to each Director at his/her address as shown by the Foundation records. If notice of the meeting is mailed, it shall be deemed to be delivered when deposited in the United States mail in a sealed, addressed envelope with postage prepaid, or electronically sent. Any Director may waive notice to any meeting. The attendance of any Director at any meeting shall constitute a waiver of notice of such meeting, except when the Director attends for the expressed purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. The notice of a meeting shall state the place, date, hour, and purpose of the meeting, and, in the case of a special meeting, shall indicate the person(s) calling the meeting.

Section 4.9. Quorum and Adjournment. Providing all notice requirements, as set forth in Section 4.8, have been complied with, more than 50% of those Directors currently on the Board in person and by proxy at a Foundation meeting shall constitute a quorum for the transaction of business.

Section 4.10. Required Vote. Except as otherwise required by statute or by the Articles of Incorporation, the act of the majority of the Directors present, in person and by proxy, at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 4.11. Proxies. Every Director of the Foundation entitled to vote at any meeting may vote by proxy. A proxy must be authorized in writing or by phone by said Director. A proxy shall be filed with the Secretary or staff of the Foundation before, or at the time of, the meeting. Every proxy shall be revocable at the pleasure of the Director executing it.

Section 4.12. Order of Business. The meetings of the Board of Directors shall be conducted in a reasonable, businesslike fashion. Conduct shall be governed by Roberts Rules of Order. An agenda for each Board meeting shall be established by the President and distributed to all Directors in accordance with Section 4.8 of these bylaws.

Section 4.13. Vacancies. Any vacancy occurring among the Directors elected in accordance with Section 4.4, and any newly created Directorship, may be filled by the affirmative vote of a majority of the Directors then in office. A Director elected to fill a vacancy shall be elected for the remainder of that term up to three (3) years.

Section 4.14. Removal of Directors. Subject to the notice requirements in Section 4.8., a Director may be removed from the board by a vote of two-thirds of those Directors in attendance at a duly called meeting.

Section 4.15. Compensation. Directors shall not receive compensation for their services as Directors of the Foundation.

Section 4.16. Liability. Directors and officers insurance and liability insurance for volunteer Foundation Directors shall be provided by the Foundation.

## **ARTICLE 5 EXECUTIVE COMMITTEE**

Section 5.1. Membership. The President, Vice President, Secretary, Treasurer, and immediate Past President of the Foundation, and two or more at-large members shall serve as the Executive Committee. The Executive Director and College President shall be members of the Executive Committee in a non-voting capacity.

Section 5.2. General Powers. Recognizing those powers specifically reserved for the Board of Directors in Section 4.3 of these bylaws, or in the absence of specific Board action, the Executive Committee shall possess all general powers necessary for the routine management of Foundation business.

Section 5.3. Meetings. The President shall have the authority to call and preside over all Executive Committee meetings.

## **ARTICLE 6 OFFICERS**

Section 6.1. Officers. The officers of the Foundation shall be a President, a Vice President, a Secretary, a Treasurer, and the immediate Past President.

Section 6.2. Election and Terms of Office. Foundation officers and the at-large Executive Committee member(s) will be nominated by the Board Development Committee (see Section 8.3) and elected annually by the Board of

Directors at the Annual Meeting. If the election of officers is not held at such meeting, the election shall be held as soon thereafter as convenient. Each officer shall hold office for one year, or until his or her successor is duly elected and qualified. Officers may be re-elected but may serve no more than three (3) consecutive terms in any one office.

Section 6.3. Removal of Officers. Subject to the notice requirements in Section 4.8 of these bylaws, the Board of Directors may, by a two-thirds majority vote of those Directors in attendance at a duly called meeting, remove an officer from his or her elected or appointed position.

Section 6.4. Vacancies. A vacancy in any office due to death, resignation, removal, disqualification, or otherwise may be filled through Executive Committee appointment for the unexpired portion of the term.

Section 6.5. President. The President's acts shall be subject to the direction of the Board of Directors, shall have general charge of the business, affairs, and property of the Foundation and control over its officers, agents, and employees. The President shall preside at all meetings of the Board of Directors and the Executive Committee. The President shall be an ex-officio member of all other committees. Except where expressly delegated by the Board of Directors, or by statute, or by the Articles of Incorporation to some other officer or agent of the Foundation, the President may sign, with the Secretary or any other proper officer, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized. The President shall, in general, perform all duties and have such other powers as may from time to time be prescribed by the bylaws or by the Board of Directors.

Section 6.6. Vice President. The Vice President shall act as aide to the President and, at the request of the President, or in the event of the President's absence or disability, shall perform the duties of the President and, when so acting, shall have all the powers of the President. The Vice President shall perform such other duties and have such other powers as may from time to time be prescribed by the bylaws or by the Board of Directors or the President.

Section 6.7. Secretary. The Secretary shall be responsible to insure that minutes of the proceedings of the Board of Directors are kept in one or more books and all notices are duly given in accordance with the provisions of these bylaws or as required by law. The Secretary shall insure that corporate records and a register of the addresses of each Director are kept and made available to Directors. He/She shall, in general, perform all duties and have all powers incident to the Office of Secretary, and shall perform such other duties and have such other powers as may from time to time be assigned by these bylaws or by the Board of Directors or by the President.

Section 6.8. Treasurer. The Treasurer shall cause to be kept and maintained adequate and correct accounts of the financial transactions of the Foundation, including accounts of its assets, liabilities, receipts, distributions, gains and losses. The Treasurer shall render to the Board of Directors at regularly scheduled Board meetings or as otherwise requested an account of the financial condition of the Foundation.

The Treasurer shall serve as chairperson of the Finance Committee. The Treasurer shall be responsible to insure that an annual, independent audit of all corporation books is conducted in a timely manner immediately following the close of each fiscal year. The Treasurer shall, in general, perform all duties and have all powers incident to the Office of Treasurer and shall perform such other duties and have such other powers as may from time to time be assigned by the bylaws or by the Board of Directors or by the President.

Section 6.9. Immediate Past President. The immediate Past President shall serve as a member of the Executive Committee. He/She shall assume duties of the President in the absence of the President and Vice President and shall serve on Foundation committees as assigned.

Section 6.10. Transfer of Authority. Subject to ratification by the Board of Directors, the Executive Committee may, for any reason it may deem sufficient, transfer the powers or duties of an officer to any other officer or to any other Director or employee of the Foundation.

## **ARTICLE 7 STAFF**

Section 7.1. Executive Director and Aides. The staff of the Foundation shall consist of an Executive Director and such assistants as may be required.

Section 7.2. Status of the Executive Director. The Executive Director shall be an employee of the College, subject to the College's personnel rules and regulations for employees in similar positions. In addition, all actions involving appointment, discipline, or removal shall be fully coordinated with the Executive Committee, the terms of which are included in the Operating Agreement between Clackamas Community College and the Clackamas Community College Foundation.

Section 7.3. Duties. The Executive Director shall advise the Executive Committee regarding all aspects of the operation of the Foundation; perform such duties as may be requested by the Board of Directors, the Executive Committee, or the President as may pertain to his/her office; direct and supervise the work of all assistants; serve on committees; attend all meetings of the Board of Directors as a non-voting member, and be active in college affairs.

## **ARTICLE 8 COMMITTEES**

Section 8.1. Finance Committee. The Finance Committee shall be composed of the Treasurer and other members of the Board of Directors or the community as may be appointed by the President.

The Finance Committee, with assistance of the Foundation staff, shall prepare an annual budget for the ensuing fiscal year, which shall be presented for adoption by the Board of Directors within 90 days of the close of the fiscal year. In addition, the Finance Committee shall review the financial operation of the Foundation and shall establish procedures concerning the receipt and disbursement of funds.

Section 8.2. Investment Committee. The Investment Committee is composed of Foundation Board members and other individuals selected by the President. The committee is charged with recommending investment decisions to the Board. These include decisions on where to invest the Foundation's assets as well as decisions on whether to retain or sell gifts of stocks, securities, land, and real property received as donations to the benefit of the college. The committee may recommend to the Board of Directors one or more investment managers who it deems are qualified to manage day-to-day investments in a manner that generates growth while adhering to investment guidelines established by the Board.

Section 8.3. Board Development Committee. The Board Development Committee will consist of the President, Past President, and at least one other Director. Subject to the provisions in these bylaws the Board Development Committee shall nominate Directors to serve as officers of the Foundation and as members of the Executive Committee. These nominees will be presented to the Executive Committee for approval prior to the Annual Meeting and then presented to the full Board for ratification at the Annual Meeting.

The Board Development Committee shall also maintain a roster of prospective candidates for the Board of Directors. As vacancies occur, the committee will present recommendations to the Executive Committee and Foundation Board for approval and ratification. In addition, the Board Development Committee will review Directors whose three year terms are expiring and recommend to the Executive Committee those Directors who should be given a special invitation for an additional term.

Section.8.4 Other Committees. Other committees may be appointed in such manner as may be designated by the Executive Committee or by the President. Except as otherwise provided by the Executive Committee, the President shall appoint the members of such committees.

Section 8.5. Chair. Unless otherwise specified in these bylaws, one member of each committee shall be appointed chair by the President of the Foundation.

Section. 8.6. Committee Reports. Committees shall present reports

periodically to the Board of Directors at its regular and Annual meetings and its special meetings for the purpose of keeping the Board informed of their activities.

Section.8.7. Limitations on Committee Activities. No committee shall engage in any activities that are not in furtherance of the purpose of this Foundation, nor may any committee carry on activities not permitted:

(a) by a corporation 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 a corporation, 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 9 RESIGNATION**

Resignations of Directors, officers, and committee members shall be in writing and shall take effect upon acceptance by the President.

## **ARTICLE 10 CONTRACTS, CHECKS, DEPOSITS, AND FUNDS**

Section 10.1. Contracts. The Board of Directors may authorize any officers, agent(s) of the Foundation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation. Such authority may be general or confined to specific instances.

Section 10.2. Checks, Drafts, Etc. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Foundation shall be signed by such officer(s) or agent(s) of the Foundation, and in such manner as shall be designated by resolution of the Board of Directors.

Section 10.3. Deposits. All funds of the Foundation shall be deposited from time to time to the credit of the Foundation in such banks, trust companies, or other depositories as the Board of Directors may select, consistent with Foundation investment policies.

Section 10.4. Gifts. The President or his/her designee may accept on behalf of the Foundation any contribution, gift, bequest, or device for the general purposes, or for any special purpose, of the Foundation.

## **ARTICLE 11 BOOKS AND RECORDS**

The Foundation shall keep correct and complete books and records of account, minutes of the proceedings of its Board of Directors and Executive Committee meetings, and, at its registered or principal office, a record giving the



names and addresses of the Directors. All books and records of the Foundation may be inspected by any Director or his/her agent for any proper purpose at any reasonable time. (See Section 6.7 on Responsibilities of Secretary.)

**ARTICLE 12  
FISCAL YEAR**

The fiscal year shall begin on the first day of January and end on the last day of December of each year.

**ARTICLE 13  
WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the Oregon Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the bylaws of the Foundation, a waiver thereof in writing signed by the person(s) entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE 14 § AMENDMENTS TO BYLAWS**

Section 14.1. Power to Amend. These bylaws may be altered, amended, or repealed; and new bylaws may be adopted at any regular or special meeting by a majority of the Board of Directors in attendance at that meeting, provided there is written notice of intent to alter, amend, or repeal the existing bylaws or to adopt new bylaws. The notice to all Board members should comply with Section 4.8 of these bylaws.

Section 14.2. Limitations on Amendment. Any changes to these bylaws may not contain any provisions for the regulation and management of the affairs of the Foundation inconsistent with Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue law, or the Articles of Incorporation.

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**SECRETARY'S CERTIFICATION**

I hereby certify that the foregoing bylaws of Clackamas Community College Foundation, an Oregon nonprofit corporation, as restated, were amended and adopted at a meeting of the Board of Directors on September 21, 2015.



Alice Norris, Secretary  
Clackamas Community College Foundation  
September 21, 2015